

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2022
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
OR
 SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report _____

Commission file number: 001-39155

XP Inc.

(Exact name of Registrant as specified in its charter)

Not applicable

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

**20, Genesis Close,
Grand Cayman, George Town
Cayman Islands KY-1-1208
+55 (11) 3075-0429**

(Address of principal executive offices)

Bruno Constantino Alexandre dos Santos, Chief Financial Officer

Tel: +55 (11) 3075-0429

**Av. Chedid Jafet, 75, Torre Sul, 30th floor,
Vila Olímpia – São Paulo
Brazil 04551-065**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Copies to:

**Manuel Garciadiaz
Byron B. Rooney
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
Phone: (212) 450-4000
Fax: (212) 701-5800**

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbol

Name of each exchange on which registered

Class A common shares, par value US\$0.00001 per share

XP

The NASDAQ Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

The number of outstanding shares as of December 31, 2022 was 447,801,661 Class A common shares and 112,717,094 Class B common shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes

No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes

No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes

No (not required)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this annual report:

U.S. GAAP

International Financial Reporting Standards as issued by
the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17

Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes

No

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All references to "U.S. dollars," "dollars" or "\$" are to the U.S. dollar. All references to "real," "reais," "Brazilian real," "Brazilian reais" or "R\$" are to the Brazilian real the official currency of Brazil. All references to "IFRS" are to International Financial Reporting Standards, as issued by the International Accounting Standards Board, or the "IASB."

Financial Statements

XP was incorporated on August 29, 2019, as a Cayman Islands exempted company with limited liability duly registered with the Cayman Islands Registrar of Companies. Until the contribution of the shares of XP Investimentos S.A., or XP Brazil shares, to it prior to the consummation of our initial public offering of Class A common shares completed on December 13, 2019, or the "Initial Public Offering" and the "Share Contribution," XP had not commenced operations and had only nominal assets and liabilities and no material contingent liabilities or commitments.

We maintain our books and records in Brazilian reais, the presentation currency for our financial statements and the functional currency of our operations in Brazil. Our annual consolidated financial statements were prepared in accordance with IFRS, as issued by the IASB. Unless otherwise noted, our consolidated statement of financial position information presented herein as of December 31, 2022 and 2021 and the consolidated statements of income for the years ended December 31, 2022, 2021 and 2020 is stated in Brazilian reais, our reporting currency. Our consolidated financial information contained in this annual report is derived from our audited consolidated financial statements as of December 31, 2022 and 2021 and statements of income for the years ended December 31, 2022, 2021 and 2020, together with the notes thereto. All references herein to "our financial statements," "our audited consolidated financial information" and "our audited consolidated financial statements" are to our consolidated financial statements included elsewhere in this annual report.

This financial information should be read in conjunction with "Item 5. Operating and Financial Review and Prospects" and our audited consolidated financial statements, including the notes thereto, included elsewhere in this annual report.

Our fiscal year ends on December 31. References in this annual report to a fiscal year, such as "fiscal year 2022," relate to our fiscal year ended on December 31 of that calendar year.

Corporate Events

Our Incorporation

We are a Cayman Islands exempted company incorporated with limited liability on August 29, 2019 for purposes of effectuating our initial public offering. At the time of our incorporation, XP Controle Participações S.A., or "XP Controle" (the predecessor-in-interest to XP Control LLC, or "XP Control"), Itaú Unibanco S.A., or "Itaú Unibanco" (predecessor-in-interest to ITB Holding Brasil Participações Ltda., or "ITB Holding," and Itaú Unibanco Holding S.A., or "Itaú Unibanco Holding"), G.A. Brasil IV Fundo de Investimento em Participações Multiestratégia (the predecessor-in-interest to General Atlantic (XP) Bermuda, L.P., or "GA Bermuda"), and DYNA III Fundo de Investimento em Participações Multiestratégia, or "DYNA III," held 2,036,988,542 shares (prior to giving effect to the Share Split, as defined herein) of XP Brazil, which were all of the shares of XP Brazil. All references to "XP Brazil" refer to XP Investimentos S.A., our principal Brazilian non-operating holding company.

Itaú Transaction and 2022 Acquisition

In connection with the Itaú Transaction entered into on May 11, 2017, ITB Holding purchased on April 29, 2022, subject to certain precedent conditions (including regulatory approvals), 9,341,368 Class B common shares and 54,268,193 Class A common shares, the equivalent of 11.5% of XP's total issued share capital (pre-initial public offering), which were held by XP Controle, GA Bermuda and DYNA III, for a certain and adjusted price previously agreed in the relevant share purchase agreement relating to the Itaú Transaction.

Share Contribution and Share Split

On November 29, 2019, XP Controle, ITB Holding, GA Bermuda and DYNA III contributed all of their shares in XP Brazil to us. In return for this contribution, we issued 100,000,000 Class B common shares to XP Controle, new Class A common shares and Class B common shares to ITB Holding, new Class A common shares and Class B common shares to GA Bermuda and new Class A common shares to DYNA III in a one-to-one exchange for the shares of XP Brazil contributed to us. In addition, and following the Share Contribution, we implemented a four-to-one reverse share split (or consolidation), effective as of November 30, 2019, which we refer to herein as the Share Split.

Special Note Regarding Non-GAAP Financial Measures

This annual report presents our Float Balance, Adjusted Gross Financial Assets, Adjusted Net Asset Value, Adjusted Net Income, Adjusted Cash Flow from Operating Activities, Adjusted Cash Flow from Investing Activities, and Adjusted Cash Flow from Financing Activities information for the convenience of the investors.

We present Float Balance because we believe this measure helps to understand the effect on our balance sheet of uninvested cash balances from retail clients' investment accounts at XP companies. We calculate Float Balance as the sum of securities trading and intermediation (liabilities), minus securities trading and intermediation (assets). It is a metric that our management tracks internally and that investors and analysts typically want to calculate. Unlike the portions of Client Assets invested in equities, fixed income, mutual funds and almost all our other asset classes, Float Balance is accounted for on our balance sheet, resulting in a net increase in our liabilities, and is a source of funds that we allocate to securities and financial instruments, which generates interest revenues for us. Given the size of current Client Assets and the pace of our growth, Float Balance, despite being historically only in the range of 1% to 3% of total Client Assets, is material and therefore helps explain the variation of the assets and liabilities in our balance sheet.

We present Adjusted Net Asset Value because we believe this metric captures the value of financial assets that are, in fact, available to us, net of the portion of liquidity that is related to our Float Balance (and therefore attributable to clients) and debt. We calculate Adjusted Net Asset Value as the adjusted gross financial assets net of debt instruments - the sum of borrowings, debentures, structured financing and bonds. It is a measure that we track internally daily, and it more intuitively reflects the effect of the operational profits we generate and the variations between working capital assets and liabilities (cash flows from operating activities), investments in fixed and intangible assets and investments in the IFA Network (cash flows from investing activities) and inflows and outflows related to equity and debt securities in our capital structure (cash flows from financing activities). Our management treats all securities and financial instrument assets, net of financial instrument liabilities, as balances that compose our total liquidity, with sub-items (such as, for example, "securities at fair value through profit and loss" and "securities at fair value through other comprehensive income") that are expected to fluctuate substantially from quarter to quarter as our treasury manages and allocates our total liquidity to the most suitable financial instruments.

We present Adjusted Gross Financial Assets because we believe this metric captures the value of financial assets that are, in fact, available to us, net of the portion of liquidity that is related to our Float Balance (and therefore attributable to clients) and gross of debt. We calculate Adjusted Gross Financial Assets as the sum of (1) cash and financial Assets (comprised of cash plus securities – fair value through profit or loss, plus securities – fair value through other comprehensive income, plus securities – evaluated at amortized cost, plus derivative financial instruments, plus securities (purchased under agreements to resell), plus loans, foreign exchange portfolio and deposits in the Central Bank (assets) less (2) financial liabilities (comprised of the sum of securities loaned, derivative financial instruments, securities sold under repurchase agreements and retirement plans liabilities), deposits, structured operation certificates (COE), financial bills, foreign exchange portfolio (liabilities), credit cards operations, commitments subject to possible redemption and (3) less Float Balance.

We present Adjusted Net Income because we believe this measure can provide useful information to investors and analysts regarding the net results of the business, excluding one-time revenues or expenses related to transactions or events that are not reflective of our core operating performance. We calculate Adjusted Net Income as net income, plus offering process-related expenses, plus our share-based plan expenses, *plus/minus* taxes.

We present Adjusted Cash Flow from Operating Activities, Adjusted Cash Flow from Investing Activities, and Adjusted Cash Flow from Financing Activities because we believe these are useful indicators of liquidity that provides information to management and investors about the amount of cash generated from our core operations after changes in working capital. We calculate Adjusted Cash Flow from Operating Activities net cash flow (used in) operating activities less investments in our IFA network (commissions and advances paid to our IFA network, which are classified as cash flow from operating activities in our consolidated financial statements) and financing instruments payable. We calculate Adjusted Cash Flow from Investing Activities as cash flows from investing activities plus investments in our IFA Network. We calculate Adjusted Cash Flows from Financing Activities as net cash flows from financing activities plus financing instruments payable. We maintain consistency with our Adjusted Gross Financial Assets. Adjusted Cash Flow has limitations as an analytical tool, and you should not consider Adjusted Cash Flow in isolation or as an alternative to cash flow from operating activities or any other liquidity measure determined in accordance with GAAP. You are encouraged to evaluate each adjustment. In addition, in evaluating Adjusted Cash Flow, you should be aware that in the future, we may incur changes similar to the adjustments in the presentation of Adjusted Cash Flow. In addition, Adjusted Cash Flow may not be comparable to similarly titled measures used by other companies in our industry or across different industries.

The non-GAAP financial measures described in this annual report are not a substitute for the IFRS measures of earnings. Additionally, our calculation of Adjusted Net Income may be different from the calculation used by other companies, including our competitors in the financial services industry, and therefore, our measures may not be comparable to those of other companies.

Market Share and Other Information

This annual report contains data related to economic conditions in the market in which we operate. The information contained in this annual report concerning economic conditions is based on publicly available information from third-party sources that we believe to be reasonable. Market data and certain industry forecast data used in this annual report were obtained from internal reports and studies, where appropriate, as well as estimates, market research, publicly available information (including information available from the United States Securities and Exchange Commission website) and industry publications. We obtained the information included in this annual report relating to the industry in which we operate, as well as the estimates concerning market shares, through internal research, public information and publications on the industry prepared by official public sources, such as the Central Bank, the Brazilian Institute of Geography and Statistics (*Instituto Brasileiro de Geografia e Estatística*), or the "IBGE," the Institute of Applied Economic Research (Instituto de Pesquisa Econômica Aplicada), or the "IPEA", the National Confederation of Insurance Companies ("Confederação Nacional das Seguradoras"), or the "CNseg," the National Supplementary Health Agency ("Agência Nacional de Saúde Suplementar"), or the "AN" the National Private Pension Fund Federation ("Federação Nacional de Previdência Privada e Vida"), or the "Fenaprevi," the Brazilian Association of Closed Pension Fund Institutions ("Associação Brasileira das Entidades Fechadas de Previdência Complementar"), or the "Abrapp," as well as private sources, such as B3, ANBIMA, Nielsen consulting and research companies in the Brazilian financial services industry, the Brazilian Economic Institute of Fundação Getulio Vargas (Instituto Brasileiro de Economia da Fundação Getulio Vargas), or the "FGV/IBRE," among others.

Industry publications generally state that the information they include has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Although we have no reason to believe any of this information or these reports are inaccurate in any material respect and believe and act as if they are reliable, neither we nor our affiliates or agents have independently verified it. Governmental publications and other market sources, including those referred to above, generally state that their information was obtained from recognized and reliable sources, but the accuracy and completeness of that information is not guaranteed. In addition, the data that we compile internally and our estimates have not been verified by an independent source. Except as disclosed in this annual report, none of the publications, reports or other published industry sources referred to in this annual report were commissioned by us or prepared at our request. Except as disclosed in this annual report, we have not sought or obtained the consent of any of these sources to include such market data in this annual report.

Calculation of Net Promoter Score

Net Promoter Score, or "NPS," is a widely known survey methodology that measures the willingness of customers to recommend a company's products and services. It is used to gauge customers' overall satisfaction with a company's products and services and their loyalty to the brand, and it is typically based on customer surveys. NPS measures satisfaction using a scale of zero to 10 based on a customer's response to the following question: "How likely is it that you would recommend XP to a friend or colleague?" Responses of nine or ten are considered "Promoters." Responses of seven or eight are considered neutral. Responses of six or less are considered "Detractors." The NPS, a percentage expressed as a numerical value, is calculated by subtracting the percentage of respondents who are Detractors from the percentage who are Promoter: and dividing that number by the total number of respondents, which means that the higher the number, the higher the measure of customer satisfaction. The NPS calculation gives no weight to customers who decline to answer the survey question. The NPS calculation as of a given date reflects the average of the answers in the previous six months, e.g., the NPS as of December 2022 reflects the average of answers from July 2022 to December 2022. Our NPS score as calculated by us as of December 2020, December 2021 and December 2022 was 71, 76 and 73, respectively.

Rounding

We have made rounding adjustments to some of the figures included in this annual report. Accordingly, numerical figures shown as totals in some tables may not be an arithmetic aggregation of the figures that preceded them.

This annual report on Form 20-F contains statements that constitute forward-looking statements. Many of the forward-looking statements contained in this annual report can be identified by the use of forward-looking words such as "anticipate," "believe," "could," "expect," "should," "plan," "intend," "estimate" and "potential," among others.

Forward-looking statements appear in a number of places in this annual report and include, but are not limited to, statements regarding our intent, belief or current expectations. Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to our management. Such statements are subject to risks and uncertainties, and actual results may differ materially from those expressed or implied in the forward-looking statements due to various factors, including, but not limited to, those identified under the section entitled "Item 3. Key Information—D. Risk Factors" in this annual report. These risks and uncertainties include factors relating to:

- general economic, financial, political, demographic and business conditions in Brazil, as well as any other countries we may serve in the future and their impact on our business;
- fluctuations in interest, inflation and exchange rates in Brazil and any other countries we may serve in the future;
- the economic, financial, political and health effects of the ongoing coronavirus pandemic, or COVID-19, or other pandemics, epidemics and similar crises, and governmental responses thereto, particularly as such factors impact Brazil and consumer behavior and continue to cause severe, ongoing, negative macroeconomic effects, which could intensify the impacts of other risks described under "Item 3. Certain Information—D. Risk Factors;"
- general economic, financial, political, demographic and business conditions in Europe, specially during the conflict between Russia and Ukraine, and elsewhere where military action occurs, which may result in, among other things, global security issues that may adversely affect international business and economic conditions, and economic sanctions which may impact the global economy;
- competition in the financial services industry;
- our ability to implement our business strategy;
- our ability to adapt to the rapid pace of technological changes in the financial services industry;
- the reliability, performance, functionality and quality of our products and services, the investment performance of investment funds managed by third parties or by our asset managers and the quality, reliability and performance of our suitability, risk management and business continuity policies and processes;
- the availability of government authorizations on terms and conditions and within periods acceptable to us;
- our ability to continue attracting and retaining new appropriately skilled employees;
- our capitalization and level of indebtedness;
- the interests of our controlling shareholders;
- changes in government regulations applicable to the financial services industry in Brazil and elsewhere;
- our ability to compete and conduct our business in the future;
- the success of our operating initiatives, including advertising and promotional efforts and new product, service and concept development by us and our competitors;
- changes in consumer demands regarding financial products, customer experiences related to investments and technological advances, and our ability to innovate to respond to such changes;
- changes in labor, distribution and other operating costs;
- our compliance with, and changes to, government laws, regulations and tax matters that currently apply to us;
- other factors that may affect our financial condition, liquidity and results of operations; and
- other risk factors discussed under "Item 3. Key Information—D. Risk Factors."

Forward-looking statements speak only as of the date they are made, and we do not undertake any obligation to update them in light of new information or future developments or to release publicly any revisions to these statements in order to reflect later events or circumstances or to reflect the occurrence of unanticipated events.

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

A. Directors and Senior Management

Not applicable.

B. Advisers

Not applicable.

C. Auditors

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

A. Offer Statistics

Not applicable.

B. Method and Expected Timetable

Not applicable.

ITEM 3. KEY INFORMATION

A. [Removed and Reserved.]

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Summary of Risk Factors

Our business, results of operations, financial condition or prospects could be adversely affected if any of these risks occurs, and as a result, the trading price of our common shares could decline. The risks described below are those known to us and those that we currently believe may materially affect us.

Certain Risks Relating to Our Business and Industry

- *If we cannot make the necessary investments to keep pace with rapid developments and change in our industry, the use of our services could decline, reducing our revenues.* The financial services market in which we compete is subject to rapid and significant changes, and in order to remain competitive and maintain and enhance customer experience and the quality of our services, we must continuously invest in projects to develop new products and features. These projects carry risks, such as cost overruns, delays in delivery, performance problems and lack of client adoption. Our future success will depend in part on our ability to develop or adapt to technological changes and evolving industry standards. Furthermore, our competitors may have the ability to devote more financial and operational resources than we can to the development of new technologies and services that provide improved functionality and features to their existing service offerings.

- **Substantial and increasingly intense competition within our industry may harm our business.** The financial services market is highly competitive. Our growth will depend on a combination of the continued growth of financial services and our ability to increase our market share. Our primary competitors include traditional financial services providers. We may need to reduce the fees we charge in order to maintain market share, as clients may demand more customized and favorable pricing from us.
- **Client attrition could cause our revenues to decline, and the degradation of the quality of the products and services we offer, including support services, could adversely impact our ability to attract and retain clients and partners.** We experience client attrition resulting from several factors, including, among others, client business closures, transfers of accounts to our competitors and lack of client satisfaction with our platform and overall user experience, including the reliability, performance, functionality and quality of our products and services. Moreover, our clients expect a consistent level of quality on our platform and in the provision of our products and services.
- **Our investment services to our retail clients subject us to additional risks.** We provide investment services to our retail clients, including through IFAs. The risks associated with these investment services include those arising from possible conflicts of interest, unsuitable investment recommendations, inadequate due diligence on the issuer or the provider of the security, inadequate disclosure and fraud.
- **We do not have long-term contractual arrangements with most of our institutional brokerage clients, and our trading volumes and revenues could be reduced if these clients stop using our platform and solutions.** Our business largely depends on certain of our institutional brokerage clients using our solutions and trading on our platforms. A limited number of such clients can account for a significant portion of our trading volumes, which in turn results in a significant portion of our transaction fees. Most of our institutional brokerage clients do not have long-term contractual arrangements with us and utilize our platform and solutions on a transaction-by-transaction basis and may choose not to use our platform at any time. These institutional brokerage clients buy and sell a variety of products within various asset classes using traditional methods, including by telephone, email and instant messaging, and through other trading platforms.
- **We could fail to maintain effective internal controls over financial reporting, and thus be unable to accurately report our results of operations, meet our reporting obligations and/or prevent fraud.** In addition, if we fail to maintain the adequacy of our internal control over financial reporting, as accounting standards are modified, supplemented or amended from time to time, we may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002. If we fail to maintain an effective internal control environment, we could suffer material misstatements in our financial statements, fail to meet our reporting obligations or fail to prevent fraud, which would likely cause investors to lose confidence in our reported financial information.

Certain Risks Relating to Brazil

- **The Brazilian federal government has exercised, and continues to exercise, significant influence over the Brazilian economy. This involvement as well as Brazil's political and economic conditions could harm us and the price of our Class A common shares.** The Brazilian federal government frequently exercises significant influence over the Brazilian economy and occasionally makes significant changes in policy and regulations. We have no control over and cannot predict what measures or policies the Brazilian government may take in the future. In recent years, economic and political instability has led to a negative perception of the Brazilian economy and higher volatility in the Brazilian securities markets, which also may adversely affect us and our Class A common shares.
- **Inflation and certain measures by the Brazilian government to curb inflation have historically harmed the Brazilian economy and Brazilian capital markets, and high levels of inflation in the future would harm our business and the price of our Class A common shares.** In the past, Brazil has experienced extremely high rates of inflation. Inflation and some of the measures taken by the Brazilian government in an attempt to curb inflation have had significant negative effects on the Brazilian economy generally. Inflation, policies adopted to curb inflationary pressures and uncertainties regarding possible future governmental intervention have contributed to economic uncertainty and heightened volatility in the Brazilian capital markets.
- **Economic uncertainty and political instability in Brazil may harm us and the price of our Class A common shares.** Brazil's political environment has historically influenced, and continues to influence, the performance of the country's economy. Political crises have affected and continue to affect the confidence of investors and the general public, which have historically resulted in economic deceleration and heightened volatility in the securities offered by companies with significant operations in Brazil. The recent economic instability in Brazil has contributed to a decline in market confidence in the Brazilian economy as well as to a deteriorating political environment.

- **Exchange rate instability may have adverse effects on the Brazilian economy, us and the price of our Class A common shares.** The Brazilian currency has been historically volatile and has been devalued frequently over the past three decades. Although long-term depreciation of the real is generally linked to the rate of inflation in Brazil, depreciation of the real occurring over shorter periods of time has resulted in significant variations in the exchange rate between the real, the U.S. dollar and other currencies. Restrictive macroeconomic policies could reduce the stability of the Brazilian economy and harm our results of operations and profitability.
- **Infrastructure and workforce deficiency in Brazil may impact economic growth and have a material adverse effect on us.** Our performance depends on the overall health and growth of the Brazilian economy. Brazilian GDP growth has fluctuated over the past few years, with growth of 1.1% in 2019, a contraction of 4.1% in 2020, a growth of 4.6% in 2021 and a growth of 2.9% in 2022. Growth is limited by inadequate infrastructure, including potential energy shortages and deficient transportation, logistics and telecommunication sectors, general strikes, the lack of a qualified labor force, and the lack of private and public investments in these areas, which limit productivity and efficiency. Additionally, despite the business continuity and crisis management policies currently in place, travel restrictions or potential impacts on personnel due to the COVID-19 pandemic may continue to disrupt our business, our IFAs and the expansion of our client base.
- **The COVID-19 pandemic has had, and is expected to continue to have, a negative impact on global, regional and national economies, and we would be materially adversely affected by a protracted economic downturn.** The COVID-19 pandemic has had, and is expected to continue to have, a negative impact on global, regional and national economies and to disrupt supply chains and otherwise continue to reduce international trade and business activity, and also result in an increase of unemployment rates in Brazil, which may decrease the flow of money into investments and increase withdrawal of funds from investment and other financial products, negatively impacting our business. In early 2022, Brazil faced a new peak of COVID cases with the Omicron variable, which significantly weighed on capital markets and client activity, especially in January, impacting retail net Inflows and revenue in the period.

Certain Risks Relating to Our Class A Common Shares

- **An active trading market for our common shares may not be sustainable. If an active trading market is not maintained, investors may not be able to resell their shares at or above offering price and our ability to raise capital in the future may be impaired.** A non active trading market may also impair our ability to raise capital to acquire other companies or technologies by using our shares as consideration.
- XP Control owns 91.7% of our outstanding Class B common shares, which represents approximately 66.8% of the voting power of our issued share capital, and subject to the provisions of the Shareholders' Agreement, controls all matters requiring shareholder approval. This concentration of ownership and voting power limits your ability to influence corporate matters.
- **The dual class structure of our common shares has the effect of concentrating voting control with XP Control, our controlling shareholder; this will limit or preclude your ability to influence corporate matters.** Due to the ten-to-one voting ratio between our Class B and Class A common shares, our controlling shareholder, XF Control, controls a majority of the combined voting power of our common shares and therefore is able to, subject to the provisions of the Shareholders' Agreement, elect a majority of the members of our board of directors, so long as the total number of the issued and outstanding Class B common shares is at least 10% of the voting share rights of the Company.
- **We are a Cayman Islands exempted company with limited liability. The rights of our shareholders, including with respect to fiduciary duties and corporate opportunities, may be different from the rights of shareholders governed by the laws of U.S. jurisdictions.** In particular, as a matter of Cayman Islands law, directors of a Cayman Islands company owe fiduciary duties to the company and separately a duty of care, diligence and skill to the company.

Certain Risks Relating to Our Business and Industry

If we cannot make the necessary investments to keep pace with rapid developments and change in our industry, the use of our services could decline, reducing our revenues.

The financial services market in which we compete is subject to rapid and significant changes. This market is characterized by rapid technological change, new product and service introductions, evolving industry standards, changing client needs and the entrance of nontraditional competitors. In order to remain competitive and maintain and enhance customer experience and the quality of our services, we must continuously invest in projects to develop new products and features. These projects carry risks, such as cost overruns, delays in delivery, performance problems and lack of client adoption. There can be no assurance that we will have the funds available to maintain the levels of investment required to support our projects, and any delay in the delivery of new services or the failure to differentiate our services or to accurately predict and address market demand could render our services less desirable, or even obsolete, to our clients.

In addition, the services we deliver are designed to process highly complex transactions and provide reports and other information concerning those transactions, all at high volumes and processing speeds. Any failure to deliver an effective and secure service, or any performance issue that arises with a new service, could result in significant processing or reporting errors or other losses. As a result of these factors, our development efforts could result in increased costs and/or we could also experience a loss in business that could reduce our earnings or could cause a loss of revenue if promised new services are not timely delivered to our clients or do not perform as anticipated. We also rely in part, and may in the future rely in part, on third parties for the development of, and access to, new technologies. Our future success will depend in part on our ability to develop or adapt to technological changes and evolving industry standards. We cannot predict the effects of technological changes on our business. If we are unable to develop, adapt to or access technological changes or evolving industry standards on a timely and cost-effective basis, our business, financial condition and results of operations could be materially adversely affected.

Furthermore, our competitors may have the ability to devote more financial and operational resources than we can to the development of new technologies and services that provide improved functionality and features to their existing service offerings. If successful, their development efforts could render our services less desirable to clients, resulting in the loss of clients or a reduction in the fees we could generate from our service offerings.

Substantial and increasingly intense competition within our industry may harm our business.

The financial services market is highly competitive. Our growth will depend on a combination of the continued growth of financial services and our ability to increase our market share. Our primary competitors include traditional financial services providers such as affiliates of financial institutions and well-established financial services companies in Brazil. We also face competition from non-traditional financial services providers that have significant financial resources and develop different kinds of services.

Many of our competitors have substantially greater financial, technological, operational and marketing resources than we do. Accordingly, these competitors may be able to offer more attractive fees to our current and prospective clients, especially our competitors that are affiliated with financial institutions. In recent years, we announced the elimination of brokerage fees for online stock trades at Rico Corretora de Títulos e Valores Mobiliários S.A., or "Rico," and a 75% reduction in brokerage fees for online stock trades through XP Direct, which did not have a material impact on our revenues and margins. If the expected offset does not materialize, we will need to offset the impact by reducing and eliminating costs in order to maintain our profit margins. Moreover, we may not be successful in reducing or controlling costs and our margins may be adversely affected. In particular, we may need to further reduce the fees we charge in order to maintain market share, as clients may demand more customized and favorable pricing from us. In addition, we may incur increased costs from incentive payments made to independent financial advisors, or "IFAs" in order to gain or maintain market share. We may also decide to terminate client relationships which may no longer be profitable to us due to such pricing pressure. Competition could also result in a loss of existing clients, and greater difficulty in attracting new clients. One or more of these factors could have a material adverse effect on our business, financial condition and results of operations. For further information regarding our competition, see "Item 4. Information about the Company—B. Business Overview—Competition."

Client attrition could cause our revenues to decline, and the degradation of the quality of the products and services we offer, including support services, could adversely impact our ability to attract and retain clients and partners.

We experience client attrition resulting from several factors, including, among others, client business closures, transfers of accounts to our competitors and lack of client satisfaction with our platform and overall user experience, including the reliability, performance, functionality and quality of our products and services. We cannot predict the level of attrition in the future, and our revenues could decline as a result of higher than expected attrition, which could have a material adverse effect on our business, financial condition and results of operations. In addition, our growth to date has been partially driven by the growth of our clients' businesses. Should the rate of growth of our clients' business slow or decline, this could have an adverse effect on our results of operations. Furthermore, should we not be successful in selling additional solutions to our active client base, we may fail to achieve our desired rate of growth.

Moreover, our clients expect a consistent level of quality on our platform and in the provision of our products and services. The support services that we provide are also a key element of the value proposition to our clients. In addition, increased market volatility may result in unexpected losses in equities, derivatives and other products, which may lead to questions regarding the accuracy of our suitability procedures and our advisory services. If the reliability, performance or functionality of our products and services is compromised or the quality of those products or services is otherwise degraded, or if we fail to continue to provide a high level of support, this could adversely affect our reputation and the confidence in and use of our products and services, and we could lose existing clients and find it harder to attract new clients and partners. If we are unable to scale our support functions and our suitability procedures to address the growth of our client and partner network, the quality of our products and services may decrease, which could adversely affect our ability to attract and retain clients and partners.

For more information on consumer complaints and proceedings, see "Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Legal Proceedings—Consumer Matters."

Our investment services to our retail clients subject us to additional risks.

We provide investment services to our retail clients, including through IFAs. The risks associated with these investment services include those arising from possible conflicts of interest, unsuitable investment recommendations, inadequate due diligence on the issuer or the provider of the security, inadequate disclosure and fraud and risk associated to investments in general, including those related to the issuer of the securities. Realization of these risks could lead to liabilities for client losses, regulatory fines, civil penalties and harm to our reputation and business. The realization of these risks may be heightened during periods of increased market volatility, which may result in unexpected losses in the products provided to our retail clients.

We do not have long-term contractual arrangements with most of our institutional brokerage clients, and our trading volumes and revenues could be reduced if these clients stop using our platform and solutions.

Our business largely depends on certain of our institutional brokerage clients using our solutions and trading on our platforms. A limited number of such clients can account for a significant portion of our trading volumes, which in turn results in a significant portion of our transaction fees. Most of our institutional brokerage clients do not have long-term contractual arrangements with us and utilize our platform and solutions on a transaction-by-transaction basis and may choose not to use our platform at any time. These institutional brokerage clients buy and sell a variety of products within various asset classes using traditional methods, including by telephone, email and instant messaging, and through other trading platforms. Any significant loss of these institutional brokerage clients or a significant reduction in their use of our platform and solutions could have a substantial negative impact on our trading volumes and revenues, and materially adversely affect our business, financial condition and results of operations.

Our institutional brokerage business depends on our key dealer clients providing us with liquidity and supporting our marketplaces by transacting with our other institutional and wholesale clients.

Our institutional brokerage business relies on its key dealer clients to provide liquidity on our trading platforms by posting prices on our platform and responding to client inquiries, and this business has historically earned a substantial portion of its revenues from such dealer clients. Increased market volatility and market declines can cause our key dealer clients to experience reduced liquidity or to decrease their use of our platform. Market knowledge and feedback from these dealer clients have been important factors in the development of many of our offerings and solutions. In addition, these dealer clients also provide us with data via feeds and through the transactions they execute on our trading platforms, which is an important input for our market data offerings.

Our dealer clients also buy and sell through traditional methods, including by telephone, email and instant messaging, and through other trading platforms. Some of our dealer clients have developed electronic trading networks that compete with us or have announced their intention to explore the development of such electronic trading networks, and many of our dealer clients are involved in other ventures, including other trading platforms or other distribution channels, whether as trading participants and/or as investors. In particular, some of our dealer clients or their affiliates, as is typical for a large number of major banks, have their own single bank or other competing trading platform and frequently invest in such businesses and may acquire ownership interests in similar businesses, and such businesses may also compete with us. These competing trading platforms may offer some features that we do not currently offer or that we are unable to offer, including customized features or functions and solutions that are fully integrated with some of their other offerings. Accordingly, there can be no assurance that such dealer clients' primary commitments will not be to one of our competitors or that they will not continue to rely on their own trading platforms or traditional methods instead of using our trading platforms.

Although we have established and maintain significant long-term relationships with our key dealer clients, we cannot assure you that all of these relationships will continue or will not diminish. Any reduction in the use of our trading platforms by our key dealer clients for any reason, including increased market volatility, and any associated decrease in the pool of capital and liquidity accessible across our marketplaces, could reduce the volume of trading on our platform, which could, in turn, reduce the use of our platform by their counterparty clients. In addition, any decrease in the number of dealer clients competing for trades on our trading platforms could cause our dealer clients to forego the use of our platform and instead use platforms that provide access to more competitive trading environments and prices. The occurrence of any of the foregoing may have a material adverse effect on our business, financial condition and results of operations.

A significant part of our business depends on the B3.

The B3 is the only public stock exchange in Brazil, and a significant volume of our trading activities is conducted through the B3, for which we pay the B3 clearing, custody and other financial services fees. We cannot assure you that the B3 will not impose restrictions on trading, request additional guarantees or margin requirements, increase existing fees or introduce new fees, among other measures. The occurrence of any of the foregoing may have a material adverse effect on our business, financial condition and results of operations.

XP CCTVM depends in part on the performance of its IFAs. If XP CCTVM is unable to hire, retain and qualify such IFAs, our business may be harmed.

XP CCTVM, one of our principal operating subsidiaries and a securities broker, has a broad network of IFAs, and our business depends in part on such IFAs. Pursuant to CVM Resolution No. 16 and CVM Resolution No. 178, which will replace CVM Resolution No. 16 on June 1, 2023, IFAs may carry out the following activities on behalf of broker-dealer: (1) prospecting and acquiring customers; (2) receiving and registering orders and transmitting such orders to the appropriate trading or registration systems; and (3) providing information and recommendation on the products offered and the services provided by XP CCTVM. XP CCTVM's reliance on IFAs creates numerous risks.

As of December 31, 2022, XP CCTVM had approximately 12,300 individual IFAs organized into approximately 2,558 IFA entities, which were responsible for serving approximately 22% of XP CCTVM's active clients. In addition, XP CCTVM's 20 largest IFA entities comprised 4,253 individual IFAs and were responsible for serving approximately 15% of XP CCTVM's active clients.

Pursuant to CVM Resolution No. 16 and CVM Resolution No. 178, XP CCTVM is liable for the acts of its IFAs when acting on XP CCTVM's behalf. As a result, XP CCTVM is subject to claims, lawsuits, arbitration proceedings, government investigations and other legal and regulatory proceedings seeking to hold XP CCTVM liable for the actions of IFAs. We cannot give any assurances as to the outcome of any such claims, lawsuits, arbitration proceedings, government investigations or other legal or regulatory proceedings. Any claims against XP CCTVM, whether with or without merit, could be time-consuming, result in costly litigation, be harmful to its reputation and to the "XP" brand, require significant management attention and divert significant resources, and the resolution of one or more such proceedings may result in substantial damages, settlement costs, sanctions, consent decrees, injunctions, fines and penalties that could adversely affect XP CCTVM's business, financial condition and results of operations. In addition, no assurances can be given that these IFAs' interests will continue to be aligned with the interests of XP CCTVM, that there will be no commercial disagreement between the IFAs and XP CCTVM, that such IFAs will not compete with XP CCTVM or that they will not engage in improper conduct (i.e., churning) in their role as IFAs. In Brazil, there is increased competition between financial institutions seeking to attract IFAs to increase their client base, assets under custody and business possibilities. No assurances can be given that XP CCTVM will be able to remain an attractive player to such IFAs or to retain such agents in its business platform. Furthermore, many clients have their commercial relationship directly with the IFA of their choice and trust and not with the employees of XP CCTVM. Accordingly, the loss of IFAs may result in loss of clients and assets under custody, which would affect XP CCTVM's business.

Furthermore, the independent contractor status of the IFAs may be challenged in the courts of Brazil. For example, XP CCTVM has in the past been involved in, and successfully challenged, a number of legal proceedings claiming that IFAs should be treated as its employees rather than as independent contractors, and there can be no assurance that we will be successful in challenging any future claims. Changes to foreign, federal, state, and local laws governing the definition or classification of independent contractors, or judicial decisions regarding independent contractor classification, could require classification of IFAs as employees. If, as a result of legislation or judicial decisions, XP CCTVM is required to classify IFAs as employees, XP CCTVM would incur significant additional expenses for compensating IFAs, potentially retroactively to the past five years and including expenses associated with the application of wage and hour laws (including minimum wage, overtime, meal and rest period requirements), vacation, 13th-month salary, Fundo de Garantia do Tempo de Serviço, or "FGTS," severance, employee benefits, social security contributions, taxes, and penalties (including collective moral damages in case of a collective lawsuit).

Moreover, on February 14, 2023, the CVM issued CVM Resolution No. 178, which will replace CVM Resolution No. 16 on June 1, 2023. According to such new resolution, the exclusivity provision set forth in CVM Resolution No. 16 is no longer mandatory by regulation, but is still permitted through contract. The new CVM Resolution also allows IFA entities to become corporations and to admit unlicensed partners (i.e., non-IFA partners).

Poor investment performance could lead to a loss of assets under management and a decline in revenues.

Distributing investment fund quotas managed by third parties or by our asset managers represents a relevant part of our business, which income is a percentage of the management and/or performance fee related to such funds. Moreover, a portion of our consolidated income is derived from management and performance fees collected by our three principal asset managers, XP Gestão, XP Advisory and XP Vista. Poor investment performance by the investment funds managed by third parties or by our asset managers for a number of reasons, including the overall market declines and increased volatility due to the COVID-19 pandemic, could continue to hinder our growth and reduce our revenues because (1) existing clients might withdraw funds in favor of better performing products or fixed income products, such as government debt, which would result in lower investment advisory and other fees; (2) our ability to attract capital from existing and new clients might diminish; and (3) the negative investment performance will directly reduce our managed assets and revenues base, which may have a material adverse effect on our business, financial condition, results of operations and the price of our Class A common shares.

Unauthorized disclosure, destruction or modification of data, through cybersecurity breaches, computer viruses or otherwise, or disruption of our services could expose us to liability and protracted and costly litigation and damage our reputation.

Our business involves the collection, storage, processing and transmission of customers' personal data, including names, addresses, identification numbers, bank account numbers and trading and investment portfolio data. An increasing number of organizations, including large clients and businesses, other large technology companies, financial institutions and government institutions, have disclosed breaches of their information technology systems, some of which have involved sophisticated and highly targeted attacks, including on portions of their websites, networks or infrastructure, or those of third parties who provide services to them. We could also be subject to breaches of security by hackers. Threats may derive from human error, fraud or malice on the part of employees, third-party service providers or IFAs, or may result from accidental technological failure. Concerns about security are increased when we transmit information. Electronic transmissions can be subject to attack, interception or loss. Also, computer viruses and malware can be distributed and spread rapidly over the internet and could infiltrate our systems or those of our associated participants, which can impact the confidentiality, integrity and availability of information, and the integrity and availability of our products, services and systems, among other effects. Denial of service or other attacks could be launched against us for a variety of purposes, including interfering with our services or creating a diversion for other malicious activities. These types of actions and attacks could disrupt our delivery of products and services or make them unavailable, which could damage our reputation, force us to incur significant expenses in remediating the resulting impacts, expose us to uninsured liability, subject us to lawsuits, fines or sanctions, distract our management or increase our costs of doing business.

In 2013 and 2014, XP CCTVM suffered security breaches, through which an individual improperly accessed a small portion of our customer records and obtained certain non-material customer registration information, such as name, address and email, and subsequently publicly disclosed such information in January 2017. The security breaches were identified and immediately remedied, did not result in the imposition of penalties or fines from the relevant regulatory authorities, and did not materially impact us. We assisted all affected customers and mitigated their damages. Since 2019, we have further developed our policies and procedures regarding cybersecurity risk management and prevention of material cybersecurity incidents through what we believe are more comprehensive controls and standards that we use to monitor cybersecurity risk on an ongoing basis. We have also increased our cybersecurity team and ongoing training as well as increased board supervision of such risk as a result of our adoption of policies to comply with Brazilian Law No. 12,908 and other rules on aspects of data privacy and cyber security.

In the scope of our activities, we share information with third parties, including thousands of IFAs, commercial partners, third-party service providers and other agents, who collect, process, store and transmit sensitive data, and we may be held responsible for any failure or cybersecurity breaches attributed to these third parties insofar as they relate to the information we share with them. The loss, destruction or unauthorized modification of data by us or such third parties or through systems we provide could result in significant fines, sanctions and proceedings or actions against us by governmental bodies or third parties, which could have a material adverse effect on our business, financial condition and results of operations. Any such proceeding or action, and any related indemnification obligation, could damage our reputation, force us to incur significant expenses in defense of these proceedings, distract our management, increase our costs of doing business or result in the imposition of financial liability or sanctions that prevent us from processing data.

Our encryption of data and other protective measures may not prevent unauthorized access or use of sensitive data. A breach of our system or that of one of our associated participants may subject us to material losses or liability, including fines. A misuse of such data or a cybersecurity breach could harm our reputation and deter clients from using our products and services, thus reducing our revenues. In addition, any such misuse or breach could cause us to incur costs to correct the breaches or failures, expose us to uninsured liability, increase our risk of regulatory scrutiny, subject us to lawsuits, and result in the imposition of material penalties and fines under state and federal laws or regulations.

We cannot assure you that there are written agreements in place with every third party or that such written agreements will prevent the unauthorized use, modification, destruction or disclosure of data or enable us to obtain reimbursement from such third parties in the event we should suffer incidents resulting in unauthorized use, modification, destruction or disclosure of data. Any unauthorized use, modification, destruction or disclosure of data could result in protracted and costly litigation, which could have a material adverse effect on our business, financial condition and results of operations.

Cybersecurity incidents are increasing in frequency and evolving in nature and include, but are not limited to, installation of malicious software, unauthorized access to data and other electronic security breaches that could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information and the corruption of data. Given the unpredictability of the timing, nature and scope of information technology disruptions, there can be no assurance that the procedures and controls we employ will be sufficient to prevent security breaches from occurring, and we could be subject to manipulation or improper use of our systems and networks or financial losses from remedial actions, any of which could have a material adverse effect on our business, financial condition and results of operations.

Moreover, while we maintain cyber insurance, which may help provide coverage for these types of incidents (including both cybersecurity incidents and civil damages arising therefrom), we cannot assure you that our insurance will be adequate to cover all costs and liabilities related to these incidents. In addition, such insurance may not be available to us in the future on economically reasonable terms, or at all. Further, our insurance may not cover all claims made against us and could have high deductibles in any event, and defending a suit, regardless of its merit, could be costly and divert management attention.

As administrative sanctions established by Law No. 13,709/2018 (*Lei Geral de Proteção de Dados Pessoais*) or the "LGPD" are now enforceable, cybersecurity incidents and data breach or leakage events may subject us to penalties. Any proceeding or action, and any related indemnification obligation, could damage our reputation, force us to incur significant expenses in defense of these proceedings, divert the attention of our management, increase our costs of doing business or result in the imposition of financial penalties.

Further, as a consequence of the COVID-19 pandemic, most of our employees continue to work remotely from home or in a hybrid model. Based on thorough assessments of the well-being and performance of our workforce, our management announced on September 11, 2020 the company-wide adoption of the work from home and hybrid models. This may cause increases in the unavailability of our systems and infrastructure, interruption of telecommunication services, generalized system failures and heightened vulnerability to cyberattacks. Accordingly, our ability to conduct our business may be adversely impacted.

Our business depends on well-regarded and widely known brands, including "XP Investimentos," "Clear," "Rico," "XP Asset Management," "Infomoney," "XP Educação," "XP Seguros" and "XP Investments," and any failure to maintain, protect, and enhance our brands, including through effective marketing and communications strategies, would harm our business.

We have developed well-regarded and widely known brands, including "XP Investimentos," "Clear," "Rico," "XP Asset Management," "Infomoney," "XP Educação," "XP Seguros" and "XP Investments," that have contributed significantly to the success of our business. Maintaining, protecting, and enhancing our brands are critical to expanding our client base, and that of other third-party partners, as well as increasing engagement with our products and services. This will depend largely on our ability to remain widely known, maintain trust, be a technology leader, and continue to provide high-quality and secure products and services. Any negative publicity about our industry or our company, the quality, reliability and performance of our products and services, our suitability, risk management and business continuity policies and processes, changes to our products and services, our ability to effectively manage and resolve client complaints, our privacy and security practices, litigation, regulatory activity, and the experience of clients with our products or services, for example as a result of overall market declines and increased market volatility due to the COVID-19 pandemic, could adversely affect our reputation and the confidence in and use of our products and services. Harm to our brands can arise from many sources, including failure by us or our partners to satisfy expectations of service and quality, inadequate protection of personal information, compliance failures and claims, litigation and other claims, third-party trademark infringement claims, administrative proceedings at the applicable national trademark offices, employee misconduct, and misconduct by our associated participants, partners, service providers, or other counterparties. If we do not successfully maintain well-regarded and widely known brands, our business could be materially and adversely affected.

We have been from time to time in the past, and may in the future be, the target of incomplete, inaccurate, and misleading or false statements about our company, our business, and our products and services that could damage our brands and materially deter people from adopting our services. For example, over the past several years, certain persons or entities have fraudulently used the "XP" brand and/or presented themselves as part of or affiliated with the "XP" brand as IFAs carrying out activities on our behalf. Negative publicity about our company or our management, including about our product quality, reliability and performance, changes to our products and services, privacy and security practices, litigation, regulatory enforcement, and other actions, as well as the actions of our clients and other users of our services, even if inaccurate, could cause a loss of confidence in us.

In addition, we believe that promoting our brands in a cost-effective manner is critical to achieving widespread acceptance of our products and services and to expanding our base of clients. Our brand promotion activities may not generate customer awareness or increase revenue, and even if they do, any increase in revenue may not offset the expenses we incur in building our brands. If we fail to successfully promote and maintain our brands or if we incur excessive expenses in this effort, our business could be materially and adversely affected.

The introduction and promotion of new services, as well as the promotion of existing services, may be partly dependent on our visibility on third-party advertising platforms such as Google, Facebook or Instagram. Changes in the way these platforms operate or changes in their advertising prices or other terms could make the maintenance and promotion of our products and services and our brands more expensive or more difficult. If we are unable to market and promote our brands on third-party platforms effectively, our ability to acquire new clients would be materially harmed.

An increase in volume on our systems or other errors or events could cause them to malfunction.

Most of our trade orders to buy or sell securities or invest in the broad range of asset classes we offer are received and processed electronically. This method of trading is heavily dependent on the integrity of the electronic systems supporting it. While we have never experienced a significant failure of our trading systems, heavy stress placed on our systems during peak trading times could cause our systems to operate at unacceptably low speeds or fail altogether, such as in periods of increased market volatility. Any significant degradation or failure of our systems or the systems of third parties involved in the trading process (e.g., online and internet service providers, the systems of the B3, record keeping and data processing functions performed by third parties, and third-party software), even for a short time, could cause customers to suffer delays in trading. In addition, systems errors, including as a result of human error, could occur. These delays or errors could cause substantial losses for customers and could subject us to claims from these customers for losses or other regulatory penalties or other sanctions or increased settlement disbursements. There can be no assurance that our network structure will operate appropriately in the event of a subsystem, component or software failure or error. Furthermore, we cannot assure you that we will be able to prevent an extended systems failure in the event of a power or telecommunications failure, earthquake, terrorist attack, epidemics or pandemics such as COVID-19, fire or any act of God. Any systems failure that causes interruptions in our operations could have a material adverse effect on our business, financial condition and results of operations.

We rely on a number of external service providers for certain key market information and data, technology, processing and supporting functions.

We rely on a number of external service providers for certain key market information and data, technology, processing and supporting functions, such as Microsoft, SAP and Oracle, among others. These include trading platform, portfolio management and asset allocation services, account opening and management systems, communication systems, registration systems, data control systems, information security systems, anti-fraud systems, trading surveillance systems, exchanges, clearinghouses, accounting and others which are of critical importance for us in order to provide our services to our clients in a satisfactory manner as well as to maintain our internal control systems, including accounting and risk management. These service providers may face technical, operational and security risks of their own, including risks similar to those that we face as described herein. Any significant failures by them, including improper use or disclosure of our confidential customer, employee or company information, could interrupt our business, cause us to incur losses and harm our reputation. Particularly, we have contracted with Bloomberg, Reuters and certain other institutions to allow our clients to access real-time market information data, which are essential for our clients to make their investment decisions and take certain actions (such as making trades). Also, for our accounting, risk management and internal control processes, we rely on several other software that are subject to malfunction, errors, bugs and/or security issues. Any failure of such information or software providers to update, deliver, prepare or process the data in a timely and/or correct manner as provided in the agreements could lead our clients or us to potential losses, which may in turn affect our business operations and reputation and may cause us to incur losses.

We cannot assure you that the external service providers will be able to continue to provide these services to meet our current needs in an efficient and cost-effective manner, or that they will be able to adequately expand their services to meet our needs in the future. Some external service providers may have assets and infrastructure that are important to the services they provide us that are located in or outside Brazil, and their ability to provide these services is subject to risks from unfavorable political, economic, legal or other developments, such as social or political instability, changes in governmental policies or changes in the applicable laws and regulations of the jurisdictions in which their assets and operations are located.

An interruption in or the cessation of service by any external service provider as a result of system failures, capacity constraints, financial constraints or problems, unanticipated trading market closures or for any other reason and our inability to make alternative arrangements in a smooth and timely manner, if at all, could have a material adverse effect on our business, financial condition and results of operations.

Further, disputes might arise in relation to the agreements that we enter into with our service providers or the performance of the service providers thereunder. To the extent that any service provider disagrees with us on the quality of the products or services, terms and conditions of the payment or other provisions of such agreements, we may face claims, disputes, litigation or other proceedings initiated by such service provider against us. We may incur substantial expenses and require significant attention of management in defending against these claims, regardless of their merit. We could also face damage to our reputation as a result of such claims, and our business, financial condition, results of operations and prospects could be materially and adversely affected.

We may not be able to ensure the accuracy of the third-party product information on our platform, and we have limited control over the performance of third-party financial products we offer.

We offer certain third-party financial products. The acceptance and popularity of our platform is partially premised on the reliability and performance of the relevant underlying products and information on our platform. We rely on the relevant third-party providers of the relevant products for the authenticity of their underlying products and the comprehensiveness, accuracy and timeliness of the related financial information. While the products and information from these third-party providers have been generally reliable, there can be no assurance that the reliability can be maintained in the future. If these third-party providers or their agents provide inauthentic financial products or incomplete, misleading, inaccurate or fraudulent information, we may lose the trust of existing and prospective investors. In addition, if our investors purchase the underlying products that they discover on our platform and they suffer losses, they may blame us and attempt to hold us responsible for their losses, even though we have made risk disclosures before they invest. Our reputation could be harmed and we could experience reduced user traffic to our platform, which would adversely affect our business and financial performance.

Furthermore, as investors access the underlying products through our platform, they may have the impression that we are at least partially responsible for the quality and performance of these products. Although we have established standards to screen product providers before distributing their products on our platform, we have limited control over the performance of the third-party financial products we offer. In the event that an investor is dissatisfied with underlying products or the services of a products provider, we do not have any means to directly make improvements in response to user complaints. If investors become dissatisfied with the underlying products available on our platform, our business, reputation, financial performance and prospects could be adversely affected.

We rely upon our systems and upon third-party data center service providers to host certain aspects of our platform and content, and any systems failure due to factors beyond our control or any disruption to, or interference with, our use of third-party data center services could interrupt our service, increase our costs and impair our ability to deliver our platform, resulting in customer dissatisfaction, damaging our reputation and harming our business.

We utilize data center hosting facilities from third-party service providers to make certain content available on our platform. Our primary data centers are located in the cities of Barueri and Santana do Parnaíba, in the state of São Paulo, Brazil (which are located approximately five miles apart). Our operations depend, in part, on our providers' ability to protect their facilities against damage or interruption from natural disasters, power or telecommunications failures, criminal acts and similar events. The occurrence of spikes in user volume, traffic, natural disasters, acts of terrorism, vandalism or sabotage, or a decision to close a facility without adequate notice, or other unanticipated problems at our providers' facilities, could result in lengthy interruptions in the availability of our platform, which would adversely affect our business.

In addition, we depend on the efficient and uninterrupted operation of numerous systems, including our computer systems, software, data centers and telecommunications networks, as well as the systems of third parties. Our systems and operations, or those of our third-party providers, could be exposed to damage or interruption from, among other things, fire, natural disaster, power loss, telecommunications failure, unauthorized entry and computer viruses. We do not maintain insurance policies specifically for property and business interruptions. Defects in our systems or those of third parties, errors or delays in the processing of transactions, telecommunications failures or other difficulties could result in:

- loss of revenues;
- loss of clients;
- loss of client data;
- loss of licenses or authorizations with the CVM, the Central Bank, the Superintendency of Private Insurance (*Superintendência de Seguros Privados*), or "SUSEP," and/or any other applicable authority;
- loss of our membership to the B3 and/or loss of access to the trading facilities of the B3;
- fines imposed by applicable regulatory authorities and other issues relating to non-compliance with applicable financial services or data protection requirements;
- a failure to receive, or loss of, Central Bank authorizations to operate as a financial services provider in Brazil;
- fines or other penalties imposed by the Central Bank, as well as other measures taken by the Central Bank, including intervention, temporary special management systems, the imposition of insolvency proceedings, and/or the out-of-court liquidation of XP CCTVM and any of our subsidiaries to whom licenses may be granted in the future;
- harm to our business or reputation resulting from negative publicity;
- exposure to fraud losses or other liabilities;
- additional operating and development costs; and/or
- diversion of technical and other resources.

We are subject to risks in using prime brokers and custodians.

Our asset management division and its managed funds depend on the services of prime brokers, administrators and custodians to settle and report securities transactions. In the event of the insolvency of a prime broker, administrator or custodian, our funds might not be able to recover equivalent assets in whole or in part, as they will rank among the prime broker's, the administrator's and the custodian's unsecured creditors in relation to assets that the prime broker, administrator or custodian borrows, lends or otherwise uses. In addition, cash held by our funds with the prime broker, administrator or custodian will not be segregated from the prime broker's, administrator's or custodian's own cash, and the funds will therefore rank as unsecured creditors in relation thereto.

If we lose key personnel, our business, financial condition and results of operations may be adversely affected.

We are dependent upon the ability and experience of a number of key personnel, including Guilherme Dias Fernandes Benchimol, one of our founders and our chief executive officer, as well as a high-profile public figure and the face of the XP brand, and other members of senior management, who have substantial experience with our operations, the financial services industry and the markets in which we offer our products and services. Many of our key personnel have worked for us for a significant amount of time or were recruited by us specifically due to their industry experience. It is possible that the loss of the services of one or a combination of our senior executives or key managers, including our chief executive officer, could have a material adverse effect on our business, financial condition and results of operations. On May 12, 2021, Mr. Benchimol stepped down as our chief executive officer and was replaced by Thiago Maffra. See "Item 6. Directors, Senior Management and Employees—/Directors and Senior Management—Executive Officers."

The ability to attract, recruit, develop and retain qualified employees and continue to strengthen our existing infrastructure and systems is critical to our success and growth. If we are not able to do so, our business and prospects may be materially and adversely affected.

Our business functions at the intersection of rapidly changing technological, social, economic and regulatory developments that require a wide-ranging set of expertise and intellectual capital. In order for us to successfully compete and grow, we must attract, recruit, develop and retain the necessary personnel who can provide the needed expertise across the entire spectrum of our intellectual capital needs. While a number of our key personnel have substantial experience with our operations, we must also develop our personnel to provide succession plans capable of maintaining continuity in the midst of the inevitable unpredictability of human capital. However, the market for qualified personnel is competitive, and we may not succeed in recruiting additional personnel or may fail to effectively replace current personnel who depart with qualified or effective successors. We must continue to hire additional personnel to execute our strategic plans. Our effort to retain and develop personnel may also result in significant additional expenses, which could adversely affect our profitability. We cannot assure you that our qualified employees will continue to be employed by us or that we will be able to attract and retain qualified personnel in the future. Failure to retain or attract key personnel could have a material adverse effect on our business, financial condition and results of operations.

In addition, in order to manage our growth effectively, we must continue to strengthen our existing infrastructure, develop and improve our internal controls, create and improve our reporting systems, and timely address issues as they arise. We expect to increase our capital expenditures to support the growth in our business and operations, including for the construction of Villa XP at São Roque, State of São Paulo, or "Villa XP." The construction process of Villa XP may result in additional capital expenditures or lead to overruns of the initial budget for this project. This expansion and operation involve significant risks that could lead to lost revenues or increased expenses, including: construction and operational delays, unanticipated cost overruns, unforeseen engineering, regulatory and/or environmental problems, the inability to obtain or renew required operational permits and governmental approvals for the location, employee relocation and work stoppages, particularly as a result of the ongoing COVID-19 pandemic. The construction of Villa XP and other expansion efforts may require substantial financial expenditures, commitments of resources, developments of our processes, and other investments and innovations. Furthermore, we encourage employees to quickly develop and launch new features for our products and services. As we grow, we may not be able to execute as quickly as smaller, more efficient organizations. If we do not successfully manage our growth, our business will suffer, which may have an adverse effect on our financial condition, results of operations and capacity to fulfill our contractual obligations.

The execution of the Villa XP project is subject to risks, including environmental and cost overrun.

The Villa XP project is a complex enterprise, to occupy an extensive area in the municipality of São Roque, which we acquired and is subject to several risks, including but not limited to, cost overrun and environmental matters in the construction process. The area in which Villa XP is being constructed includes forests and other natural resources that are subject to extensive environmental regulation, including in relation to natural springs and solid waste management, as well as maintenance of land reserve and permanent preservation areas.

Environmental standards that are applicable to Villa XP are issued at the federal, state and local levels, and changes in the laws, rules, policies or procedures adopted in the enforcement of the current laws may adversely affect us. In Brazil, violations of environmental laws, regulations and authorizations could result in administrative, civil or criminal penalties for us, our management and our employees, including fines and imprisonment.

Governmental agencies or other competent authorities may provide new rules or additional regulations even stricter than the ones in force, or they may pursue a stricter interpretation of the existing laws and regulations, which could require us to invest additional resources in environmental compliance or to restrict our ability to operate or develop Villa XP as initially envisioned. Additionally, noncompliance with or a violation of any such laws and regulations could result in the revocation of any licenses and suspension of the development of the Villa XP project or in our liability for environmental remediation costs, which could be substantial. Moreover, failure to comply with environmental laws and regulations could restrict our ability to obtain financing.

Furthermore, the execution of the Villa XP project has been affected by the COVID-19 pandemic. Several service providers have been affected by the economic crisis post COVID-19, causing delays to the project, such as the construction company (Método Engenharia Ltda.), which filed for judicial reorganization in January 2022. Moreover, the pandemic affected supply chains worldwide, which, together with governmental efforts to strengthen economies, resulted in inflationary pressures in several segments and cost increases. Any further adjustments in the project, including related to environmental matters, may result in additional costs, which can affect our financial condition.

We are subject to increasing scrutiny from certain investors with respect to the societal and environmental impact of investments made at our platform, which may constrain capital deployment opportunities and adversely impact our ability to attract new customers or raise capital.

In recent years, certain investors, including public pension funds, have placed increasing importance on the negative impacts of investments made by the private equity and other funds to which they commit capital, including with respect to ESG matters. Certain investors have also demonstrated increased activism with respect to existing investments, including by urging asset managers to invest or refrain from investing in securities of certain companies and/or industries. Increased focus and activism related to ESG and similar matters and the demands of certain investors, including public pension funds, may further limit the types of investments that are available to our customers through our platform or to investments by the funds we manage, including our ability to raise capital and deploy such resources, which may impact our Client Assets and AuM and, therefore, our related fees. In addition, investors, including public pension funds, may decide to withdraw capital from our platform or funds we manage or to not commit capital to future fundraises as a result of their assessment of our approach to and consideration of the social cost of investments made by our operations or companies that received investments from the funds we manage. To the extent our access to capital from investors, including public pension funds, is impaired, we may not be able to maintain or increase the size of our funds or raise sufficient capital for new funds, which may adversely impact our revenues. For further information on our ESG matters, see "Item 6. Directors, Senior Management and Employees—C. Board Practices ESG—Environmental, Social and Governance Committee."

In addition, ESG matters and concerns relating to the use of misleading labels and marketing materials in relation to investment products have been the subject of increased focus by regulatory authorities in the EU. For example, in 2021 certain requirements under Regulation (EU) 2019/2088, also known as the Sustainable Finance Disclosure Regulation or SFDR, came into force. The SFDR was introduced to improve transparency in the market for sustainable investment products, to prevent greenwashing and to increase transparency around sustainability claims made by, among others, fund and asset managers. In 2022, the EU Taxonomy Regulation (Regulation (EU) 2020/852) entered into force. The Taxonomy Regulation establishes a framework for classifying whether an economic activity is "environmentally sustainable". As a result of these and other legislative initiatives, we may be required to provide additional disclosure to EU-based investors in our funds with respect to ESG matters.

The Company is further subject to more general Social, Environmental and Climate Risks, associated to the Company's business, which may adversely impact its operations and financial/reputational standing.

For us, social and environmental risks refer to the likelihood of losses arising from exposure to environmental and social events related to our activities. We also understand climate risk as the possibility of losses caused by the materialization of climatic events, including extreme weather events and chronic changes in climate patterns, as well as climate-transition risks, including reputational, legal, and market risks that may arise as a consequence of transitioning to a low-carbon economy.

The absence of the incorporation of social, environmental, and climatic risks into our risk governance structure for adequate measurement, assessment, management, monitoring, and disclosure of information may result in adverse impacts on our profitability, revenue generation, competitiveness, funding costs, and capital requirements.

We are subject to various risks associated with the securities industry, any of which could have a material adverse effect on our business, cash flows and results of operations.

We are subject to uncertainties that are common across the securities industry. These uncertainties include:

- the volatility of domestic and international financial, bond and stock markets, and the markets for funds and other asset classes, in particular in the current context of the COVID-19 pandemic;
- extensive governmental regulation;
- litigation;
- intense competition;
- poor performance of investment products that our advisors recommend or sell or that are otherwise sold or distributed on our platform, including poor performance of investment portfolios as a result of strategies or other trading actions;
- substantial fluctuations in the volume and price level of securities; and
- dependence on the solvency of various third parties.

As a result, our revenues and earnings may vary significantly from quarter to quarter and from year to year. In addition, lower price levels of securities may result in reduced volumes of securities, options and futures transactions, with a consequent reduction in our commission revenues. In periods of low retail and institutional brokerage volume and reduced investment banking activity, profitability is impaired because certain expenses remain relatively fixed. Sudden sharp declines in market values of securities and the failure of issuers and counterparties to perform their obligations can result in illiquid markets, which, in turn, can make it difficult to sell securities. In the event of a market downturn, our business could be adversely affected in many ways, potentially for a prolonged period of time, for example as a result of the impact of overall market declines and increased market volatility due to the COVID-19 pandemic on our equity and equity funds' position and on the fair value of our Client Assets, which could lead to reduced demand for the asset class. Our revenues are likely to decline in such circumstances, and if we are unable to reduce expenses at the same pace, our profit margins would erode, which could have a material adverse effect on our business, financial condition, and results of operations.

We derive a significant portion of our revenues from one of our operating subsidiaries.

A significant portion of our revenues is derived from one of our principal operating subsidiaries, XP CCTVM. For the years ended December 31, 2022, 2021 and 2020, the average net revenue of XP CCTVM represented approximately 58% of our total consolidated net revenue for such periods. We expect that we will continue to depend on XP CCTVM for a significant portion of our revenues for the foreseeable future, and any decrease in the revenue of XP CCTVM or any other event significantly affecting XP CCTVM may have a material adverse effect on our financial condition and results of operations.

Our holding company structure makes us dependent on the operations of our subsidiaries.

We are a Cayman Islands exempted company with limited liability. As a holding company, our corporate purpose is to invest, as a partner or shareholder, in other companies, consortia or joint ventures in Brazil, where most of our operations are located, and outside Brazil. Accordingly, our material assets are our direct and indirect equity interests in our subsidiaries, and we are therefore dependent upon the results of operations and, in turn, the payments, dividends and distributions from our subsidiaries for funds to pay our holding company's operating and other expenses and to pay future cash dividends or distributions, if any, to holders of our Class A common shares, and we may have tax costs in connection with any dividend or distribution. In addition, the payments, dividends and distributions from our subsidiaries to us for funds to pay future cash dividends or distributions, if any, to holders of our Class A common shares, could be restricted under financing arrangements that we or our subsidiaries may enter into in the future, and we and such subsidiaries may be required to obtain the approval of lenders to make such payments to us in the event they are in default of their repayment obligations. Furthermore, we may be adversely affected if the Brazilian government imposes legal restrictions on dividend distributions by our Brazilian subsidiaries, and exchange rate fluctuations will affect the U.S. dollar value of any distributions our subsidiaries make with respect to our equity interests in those subsidiaries.

On May 29, 2020, in response to the ongoing uncertainty relating to the economic effects of the COVID-19 pandemic, the Central Bank issued CMN Resolution No. 4,820/2020, or "CMN Resolution No. 4,820." CMN Resolution No. 4,820 prohibits financial institutions and other institutions authorized to operate by the Central Bank, including XP CCTVM and Banco XP S.A., or "Banco XP," to, until December 31, 2021, make dividend distributions beyond the minimum legal requirement or the minimum threshold established in such institutions' bylaws. Under CMN Resolution No. 4,820, the anticipated distribution of profits relating to 2020 must be made in a conservative and consistent manner compatible with the uncertainties of the current economic scenario. CMN Resolution No. 4,820 also temporarily prohibits financial institutions from making other related payments, paying interest on equity, effecting stock repurchases, and, as a general rule, effecting capital stock reductions.

For further information, see "—Certain Risks Relating to Brazil—Exchange rate instability may have adverse effects on the Brazilian economy, us and the price of our Class A common shares," "—Certain Risks Relating to Brazil—Economic uncertainty and political instability in Brazil may harm us and the price of our Class A common shares" and "Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividends and dividend policy."

We are exposed to fluctuations in foreign currency exchange rates and enter into derivatives transactions to manage our exposure to exchange rate risk.

We hold certain funds in non-Brazilian real currencies, and will continue to do so in the future, and our offshore operating subsidiaries generate revenue in non-Brazilian real currencies. Accordingly, our financial results are affected by the translation of these non-real currencies into reais. In addition, to the extent that we need to convert future financing proceeds into Brazilian reais for our operations, any appreciation of the Brazilian real against the relevant foreign currencies would materially reduce the Brazilian real amounts we would receive from the conversion, and any depreciation of the Brazilian real against the relevant foreign currencies could increase the amounts in Brazilian reais that we are required to convert into the relevant foreign currencies in order to service such relevant foreign currency financings. No assurance can be given that fluctuations in foreign exchange rates will not have a significant impact on our business, financial condition, results of operations and prospects. We may also have foreign exchange risk on any of our other assets and liabilities denominated in currencies, or with pricing linked to currencies, other than our functional currency, including certain contract assets. Fluctuations in the Brazilian real versus any of these foreign currencies may have a material adverse effect on our financial position and results of operations, for example as a result of overall market declines and increased market volatility due to the COVID-19 pandemic.

In addition, we enter into derivatives transactions to manage our exposure to exchange rate risk. Such derivatives transactions are designed to protect us against increases or decreases in exchange rates, but not both. If we have entered into derivatives transactions to protect against, for example, decreases in the value of the real and the real instead increases in value, we may incur financial losses. Such losses could materially and adversely affect us.

XP CCTVM is subject to liquidity risks.

XP CCTVM is subject to liquidity risks. Liquidity is the ability to meet current and future cash flow needs on a timely basis at a reasonable cost. XP CCTVM requires sufficient liquidity to meet customer and clearinghouse deposit maturities/withdrawals, payments on debt obligations as they become due and other cash commitments under both normal operating conditions and other unpredictable circumstances causing industry or general financial market stress or increased volatility, such as due to the COVID-19 pandemic. XP CCTVM's access to funding sources in amounts adequate to finance its activities on terms that are acceptable to it could be impaired by factors that affect it specifically or the financial services industry or economy generally. To the extent XP CCTVM is unable to maintain adequate levels of liquidity, it may not be able to meet its payment obligations, which may have a material adverse effect on our business, financial condition and results of operations.

In addition, XP CCTVM invests funds held in customer accounts in fixed income financial instruments and securities that meet certain liquidity conditions. To the extent customers withdraw a substantial amount of their funds held in such customer accounts for other uses, XP CCTVM might experience liquidity constraints, requiring it to rapidly sell financial assets at a discounted price, and may be unable to obtain funding and default on its payment obligations to market counterparties and other customers, which may cause XP CCTVM to incur losses, and consequently harm our image and reputation and have a material adverse effect on our business, financial condition and results of operations.

We could fail to maintain effective internal controls over financial reporting, and thus be unable to accurately report our results of operations, meet our reporting obligations and/or prevent fraud.

Our controls are designed to provide reasonable assurance on the information disclosed in our financial report, but, as a result of inherent limitations in our internal control over financial reporting, we cannot assure that significant deficiencies or material weaknesses in our internal control over financial reporting will not be identified in the future. In addition, if we fail to maintain the adequacy of our internal control over financial reporting, as accounting standards are modified, supplemented or amended from time to time, we may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002. For further information, see "Item 15. Controls and Procedures—D. Changes in Internal Control Over Financial Reporting." If we fail to maintain an effective internal control environment, we could suffer material misstatements in our financial statements, fail to meet our reporting obligations or fail to prevent fraud, which would likely cause investors to lose confidence in our reported financial information. This could, in turn, limit our access to capital markets, harm our results of operations, and lead to a decline in the trading price of our Class A common shares. Additionally, ineffective internal control over financial reporting could expose us to increased risk of fraud or misuse of corporate assets and subject us to potential delisting from Nasdaq, regulatory investigations and civil or criminal sanctions.

We are subject to the Sarbanes-Oxley Act, which requires, among other things, that we establish and maintain effective internal control over financial reporting and disclosure controls and procedures. Under the current rules of the SEC, we are required to perform system and process evaluation and testing of our internal controls over financial reporting to allow management to assess their effectiveness. Our testing may in the future reveal deficiencies in our internal controls that are deemed to be material weaknesses or significant deficiencies and render our internal controls over financial reporting ineffective. If we or our management identifies material weaknesses or significant deficiencies in our internal controls over financial reporting that are deemed to be additional material weaknesses, the market price of our Class A common shares may decline and we may be subject to investigations or sanctions by the SEC, the Financial Industry Regulatory Authority, Inc., or "FINRA," or other regulatory authorities, as well as litigation.

Requirements associated with being a public company in the United States require significant company resources and management attention.

We are subject to certain reporting requirements of the Securities Exchange Act of 1934, or the "Exchange Act," and the other rules and regulations of the SEC and Nasdaq. We are subject to various other regulatory requirements, including the Sarbanes-Oxley Act. We expect these rules and regulations to increase our legal, accounting and financial compliance costs and to make some activities more time-consuming and costly. For example, we expect these rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantial costs to maintain the same or similar coverage. New rules and regulations relating to information disclosure, financial reporting and controls and corporate governance, which could be adopted by the SEC, Nasdaq or other regulatory bodies or exchange entities from time to time, could result in a significant increase in legal, accounting and other compliance costs and make certain corporate activities more time-consuming and costly, which could materially affect our business, financial condition and results of operations. These rules and regulations may also make it more difficult for us to attract and retain qualified persons to serve on our board of directors or as executive officers.

These obligations also require substantial attention from our senior management and could divert their attention away from the day-to-day management of our business. These cost increases and the diversion of management's attention could materially and adversely affect our business, financial condition and results of operations.

Our business is subject to complex and evolving regulations and oversight related to our provision of financial products and services and to costs and risks associated with other increased or changing laws and regulations affecting our business, including developments in data protection and privacy laws, which could harm our business, financial condition and results of operations.

As a financial services institution in Brazil, our business is subject to Brazilian laws and regulations relating to financial services in Brazil, comprising Federal Law No. 4,595/64, Federal Law No. 6,385/76 and related rules and regulations issued by the Central Bank, the CVM, the B3 and ANBIMA, among others. In addition, our insurance business is subject to various laws and regulations in Brazil, such as Federal Law No. 4,595/64, Decree Law No. 73/66 and certain other rules and regulations issued by the National Private Insurance Council (*Conselho Nacional de Seguros Privados*), or "CNSP," and SUSEP, among others.

The laws, rules, and regulations that govern our business include or may in the future include those relating to banking, deposit-taking, cross-border and domestic money transmission, foreign exchange, payments services (such as payment processing and settlement services), consumer financial protection, tax, anti-money laundering and terrorist financing and escheatment (rules relating to unclaimed property). These laws, rules, and regulations are enforced by multiple authorities and governing bodies in Brazil, including the Central Bank and the CMN. In addition, as our business continues to develop and expand, we may become subject to additional rules and regulations which may limit or change how we conduct our business.

We are subject to anti-money laundering and terrorist financing laws and regulations in multiple jurisdictions that prohibit, among other things, involvement in transferring the proceeds of criminal or terrorist activities. We could be subject to liability and forced to change our business practices if we were found to be subject to, or in violation of, any laws or regulations impacting our ability to maintain a bank account in the countries where we operate, including the United States, or if existing or new legislation or regulations applicable to banks in the countries where we maintain a bank account, including the United States, were to result in banks in those countries being unwilling or unable to establish and maintain bank accounts for us.

If any person in the Cayman Islands knows or suspects or has reasonable grounds for knowing or suspecting that another person is engaged in criminal conduct or money laundering or is involved with terrorism or terrorist financing and property and the information for that knowledge or suspicion came to their attention in the course of business in the regulated sector, or other trade, profession, business or employment, the person will be required to report such knowledge or suspicion to (1) the Financial Regulatory Authority, or "FRA," of the Cayman Islands, pursuant to the Proceeds of Crime Act (As Revised) of the Cayman Islands, if the disclosure relates to criminal conduct or money laundering, or (2) a police officer of the rank of constable or higher, or the FRA, pursuant to the Terrorism Act (As Revised) of the Cayman Islands, if the disclosure relates to involvement with terrorism or terrorist financing and property. Such a report shall not be treated as a breach of confidence or of any restriction upon the disclosure of information imposed by any enactment or otherwise.

Certain of our subsidiaries are subject to regulation in the United States, such as our subsidiary, XP Investments US, LLC, which is registered with the SEC and FINRA as a broker-dealer, and XP Advisory US, Inc., which is registered with the SEC as an investment adviser. We do not believe that we or any of our subsidiaries engage in any financial services activities in the United States that would require a license from any U.S. federal or state banking authorities or other financial regulators, except those licenses and registrations that have already been obtained. If we are found to have engaged in a banking or other financial services business in the United States without an appropriate registration or license, we could be subject to liability, or forced to cease doing such business, change our business practices, or obtain the appropriate license or registration. If we or any of our subsidiaries obtain additional licenses or registrations in the United States, we could be subject to compliance with additional applicable laws and regulations, including anti-money laundering and terrorist financing laws and regulations, which could adversely affect our business, financial condition, or results of operations.

Although we have a compliance program focused on applicable laws, rules, and regulations (which currently is principally focused on Brazilian and U.S. law) and are continually investing in this program, we may nonetheless be subject to fines or other penalties in one or more jurisdictions levied by federal, state or local regulators as well as those levied by foreign regulators. In addition to fines, penalties for failing to comply with applicable rules and regulations could include significant criminal and civil lawsuits, forfeiture of significant assets, or other enforcement actions, including loss of required licenses or approvals in a given jurisdiction. We could also be required to make changes to our business practices or compliance programs as a result of regulatory scrutiny. In addition, any perceived or actual failure to comply with applicable laws, rules, and regulations could have a significant impact on our reputation as a trusted brand and could cause us to lose existing clients, prevent us from obtaining new clients, require us to expend significant funds to remedy problems caused by breaches and to avert further breaches, and expose us to legal risk and potential liability, and we could be (1) required to pay substantial fines and disgorgement of our profits; (2) required to change our business practices; or (3) subjected to insolvency proceedings such as an intervention by the Central Bank, as well as the out-of-court liquidation of XP CCTVM, and any of our subsidiaries to whom authorizations may be granted in the future. Any disciplinary or punitive action by our regulators or failure to obtain required operating authorizations could seriously harm our business and results of operations.

In addition, the Brazilian regulatory and legal environment exposes us to other compliance and litigation risks that could materially affect our results of operations. These laws and regulations may change, sometimes significantly, as a result of political, economic or social events. Some of the federal, state or local laws and regulations in Brazil that affect us include: those relating to consumer products, product liability or consumer protection; those relating to the manner in which we advertise, market or sell products; labor and employment laws, including wage and hour laws; tax laws or interpretations thereof; bank secrecy laws, data protection and privacy laws and regulations; and securities and exchange laws and regulations. For instance, data protection and privacy laws are developing to take into account the changes in cultural and consumer attitudes towards the protection of personal data (including as a result of the LGPD). There can be no guarantee that we will have sufficient financial and personnel resources to comply with any new regulations or successfully compete in the context of a changing regulatory environment.

The laws regulating privacy rights and data protection have evolved considerably over recent years, providing for more restrictive provisions on the means through which processing of personal data by organizations is regulated. As of August 2018, when the LGPD was enacted, practices involving the processing of personal data were ruled by certain sectorial laws, such as the Consumer Defense Code (Law No. 8,078/1990) and the Brazilian Civil Rights Framework for the Internet, or "Law No. 12,965/2014."

On August 14, 2018, the President of Brazil approved the LGPD, a comprehensive personal data protection law establishing general principles and obligations that apply across multiple economic sectors and contractual relationships. The LGPD establishes detailed rules for the collection, use, processing and storage of personal data and affects all economic sectors, including the relationship between customers and suppliers of goods and services, employees and employers and other relationships in which personal data is collected, whether in a digital or physical environment. The penalties and fines for violations of the LGPD, which became applicable as of August 1, 2021, include: (1) warnings, with the imposition of a deadline for the adoption of corrective measures; (2) a one-time fine of up to 2% of gross sales of the company or a group of companies up to a maximum amount of R\$50,000,000 per violation; (3) a daily fine, up to a maximum amount of R\$50,000,000 per violation; (4) public disclosure of the violation; (5) the restriction of access to the personal data to which the violation relates, until corrective measures are implemented; (6) deletion of the personal data to which the violation relates; (7) partial suspension of the databases to which the violation relates for up to 12 months, until corrective measures are implemented; (8) suspension of the personal data processing activities to which the violation relates for up to 12 months; and (9) partial or full prohibition on personal data processing activities.

Compliance with the LGPD is required since the date it became effective, and all administrative fines and sanctions are currently enforceable and data subjects, the public prosecutor's offices and private associations, for example, are also able to file lawsuits in courts to enforce the provisions of the LGPD and seek redress. Moreover, the LGPD does not preclude the enforcement of administrative sanctions set forth in other laws dealing with privacy and data protection matters, such as the Consumer Defense Code and the Brazilian Internet Law (Marco Civil da Internet). These administrative sanctions could be enforced by other public authorities, such as the public prosecutor's offices and consumer protection agencies together with sanctions and fines under the LGPD.

We cannot assure you that our LGPD compliance efforts will be deemed appropriate or sufficient by regulatory authorities or by courts. Moreover, as the LGPD requires further regulation from the National Data Protection Authority (*Autoridade Nacional de Proteção de Dados*) or "ANPD" regarding several aspects of the law, which are yet unknown, we could be required to change our business practices and implement additional measures to adapt our personal data processing activities. This could adversely affect our business, financial condition, or results of operations.

Any additional privacy laws or regulations enacted or approved in Brazil or in other jurisdictions in which we operate could cause us to incur costs to correct the breaches or failures, expose us to uninsured liability, increase our risk of regulatory scrutiny, subject us to lawsuits, and result in the imposition of material penalties and fines under state and federal laws or regulations, which could seriously harm our business, financial condition or results of operations.

We are subject to regulatory activity and antitrust litigation under competition laws.

We are subject to scrutiny from governmental agencies under competition laws in countries in which we operate. Some jurisdictions also provide private rights of action for competitors or consumers to assert claims of anticompetitive conduct. Other companies or governmental agencies may allege that our actions violate antitrust or competition laws, or otherwise constitute unfair competition. Contractual agreements with clients or companies, as well as our unilateral business practices, could give rise to regulatory action or antitrust investigations or litigation. Some regulators may perceive our business to have such significant market power that otherwise uncontroversial business practices could be deemed anticompetitive. Any such claims and investigations, even if they are unfounded, may be expensive to defend, involve negative publicity and substantial diversion of management time and effort, and result in significant judgments against us.

In order to obtain antitrust regulatory approvals from Brazil's Administrative Council for Economic Defense (*Conselho Administrativo de Defesa Econômica*) or "CADE," and the Central Bank for the Itaú Transaction, we entered into agreements with CADE and the Central Bank (the latter of which was terminated and is no longer in force Pursuant to our agreement with CADE, which was valid until December 31, 2022, we agreed, among other measures, to: (1) adopt equal treatment practices in our relationships with suppliers of financial products; (2) refrain from entering into exclusive relationships with independent financial advisors (except as permitted by applicable regulations); (3) facilitate transferability of clients' financial products to competing platforms; and (4) maintain a "no fee" policy for specific types of financial products. A breach by us of any of the aforementioned measures would result in financial penalties, antitrust investigations and the revision of the agreement with CADE. Although such agreement expired, we cannot predict whether we will need to enter into similar agreements with CADE in the future in connection to any new transaction we might do in the future.

We are subject to anti-corruption, anti-bribery, anti-money laundering and sanctions laws and regulations.

We operate in jurisdictions that have a high risk of corruption, and we are subject to anticorruption, anti-bribery, anti-money laundering and sanctions laws and regulations, including Brazilian Federal Law No. 12,846/2013, or the "Clean Company Act," the United States Foreign Corrupt Practices Act of 1977, as amended, or the "FCPA" and the Bribery Act 2010 of the United Kingdom, or the Bribery Act. Each of the Clean Company Act, the FCPA and the Bribery Act impose liability against companies who engage in bribery of government officials, either directly or through intermediaries. We have a compliance program that is designed to manage the risks of doing business in light of these new and existing legal and regulatory requirements. Violations of the anticorruption, anti-bribery, anti-money laundering and sanctions laws and regulations could result in criminal liability, administrative and civil lawsuits, significant fines and penalties, forfeiture of significant assets, as well as reputational harm.

Regulators may increase enforcement of these obligations, which may require us to adjust our compliance and anti-money laundering programs, including the procedures we use to verify the identity of our clients and to monitor our transactions and transactions made through our platform. Regulators regularly reexamine the transaction volume thresholds at which we must obtain and keep applicable records, verify identities of customers, and report any change in such thresholds to the applicable regulatory authorities, which could result in increased costs in order to comply with these legal and regulatory requirements. Costs associated with fines or enforcement actions, changes in compliance requirements, or limitations on our ability to grow could harm our business, and any new requirements or changes to existing requirements could impose significant costs, result in delays to planned product improvements, make it more difficult for new customers to join our network and reduce the attractiveness of our products and services.

Changes in tax laws, tax incentives, benefits or differing interpretations of tax laws may adversely affect our results of operations.

Changes in tax laws, regulations, related interpretations and tax accounting standards in Brazil, the United States or the United Kingdom (countries where we operate), or the Cayman Islands, may result in a higher tax rate on our earnings, which may significantly reduce our profits and cash flows from operations. For example, social contribution on net profits, or "CSLL," are typically levied in Brazil at a rate of 9%. However, financial institutions (i.e., XP CCTVM) and insurance companies (i.e., XP Vida Previdência) are subject to a higher CSLL rate of 15%, while as of March 2020, Brazilian banks (i.e., Banco XP) are subject to a CSLL rate of 20%. In July 2021, Law 13,148/2021 increased the CSLL rate by 5% for all Brazilian financial entities until December 2021 (Brazilian banks were subject to a CSLL rate of 25% until December 31, 2021) and for all other financial entities, including insurance companies (these companies were subject to a CSLL rate of 20%, until December 31, 2021). During the period in which the 5% rate increase was in effect, the combined rate of taxes of income, which includes corporate income tax, or "IRPJ," was 50% for banks and 45% for all other financial institutions. As of January 1, 2022, the aggregate income tax rate (IRPJ and CSLL) applied specifically to Brazilian banks returned to 45% while the combined income tax rate for other financial institutions (i.e., XP CCTVM and XP Vida e Previdência) returned to 40%. However, with the enactment of Federal Law No. 14,446/2022, the rate of CSLL applied for all financial entities was increased in 1% until December 12, 2022 (Brazilian banks were subject to CSLL rate of 26% while all other financial entities including insurance companies, were subject to a rate of 21%).

In addition, our financial condition and results of operations may decline if certain tax incentives are not retained or renewed. For example, Brazilian Law No. 11,196 currently grants tax benefits to companies that invest in research and development, provided that some requirements are met, which significantly reduces our annual corporate income tax expense. If the taxes applicable to our business increase or any tax benefits are revoked and we cannot alter our cost structure to pass our tax increases on to clients, our financial condition, results of operations and cash flows could be adversely affected. Our activities are also subject to sales taxes such as Federal contributions to PIS (*Programa de Integração Social*) and COFINS (*Contribuição para o Financiamento da Seguridade Social*) as well as the Municipal Tax on Services so called ISS (*Imposto sobre Serviços*). Any increases in PIS, COFINS or ISS rates could also harm our profitability.

Furthermore, Brazilian governmental authorities at the federal, state and local levels are considering changes in tax laws in order to cover budgetary shortfalls resulting from the recent economic downturn in Brazil. If these proposals are enacted they may harm our profitability by increasing our tax liabilities, increasing our tax compliance costs, or otherwise affecting our financial condition, results of operations and cash flows. Tax rules in Brazil, particularly at the local level, can change without notice. We may not always be aware of all such changes that affect our business and we may therefore fail to pay the applicable taxes or otherwise comply with tax regulations, which may result in additional tax assessments and penalties for our company.

At the local level, the Brazilian government enacted Supplementary Laws No. 157/16 and No. 175/20, which imposed changes regarding the ISS collection applied to the rendering of part of our services. These changes created new obligations, as ISS will now be due in the municipality in which the acquirer of our services is located rather than in the municipality in which the service provider's facilities are located. This obligation took force in January 2018, but has been delayed by Direct Unconstitutionality Action No. 5835, or the "ADI," filed by taxpayers. The ADI challenges the constitutionality of Supplementary Law No. 157/16 before the Brazilian Supreme Court, arguing that the new legislation would adversely affect companies' activities due to the increase of costs and bureaucracy related to the ISS payment to several municipalities and the compliance with tax reporting obligations connected therewith. As a result, the Brazilian Supreme Court granted an injunction to suspend the enforcement of Supplementary Law No. 157/16.

In June 2020, the ADI was included in the judgment agenda of the Brazilian Supreme Court but, as of the date of this annual report, a final decision on this matter is currently pending. The Brazilian government enacted Supplementary Law No. 175/20 to clarify certain ISS rules set forth by Supplementary Law No. 157/16. As of December 2022, there were several points pending resolution, such as the conclusion of the system in which taxpayers should pay the ISS following those new ISS rules. Our understanding, supported by legal opinion obtained on behalf of a class association that we are currently a member of, the applicability of Supplementary Law No. 175/20 is delayed by the ADI No. 5835 aforementioned, and a final decision on this matter is currently pending.

Moreover, we are subject to tax laws and regulations that may be interpreted differently by tax authorities and us. The application of indirect taxes, such as sales and use tax, value-added tax, or "VAT," provincial taxes, goods and services tax, business tax and gross receipt tax, to businesses such as ours is complex and continues to evolve. We are required to use significant judgment in order to evaluate applicable tax obligations. In many cases, the ultimate tax determination is uncertain because it is not clear how existing statutes apply to our business. One or more states or municipalities, the federal government or other countries may seek to challenge the taxation or procedures applied to our transactions, which could impose the charge of taxes or additional reporting, record keeping or indirect tax collection obligations on businesses like ours. New taxes could also require us to incur substantial costs to capture data and collect and remit taxes. If such obligations were imposed, the additional costs associated with tax collection, remittance and audit requirements could have a material adverse effect on our business and financial results.

The costs and effects of pending and future litigation, investigations or similar matters, or adverse facts and developments related thereto, could materially affect our business, financial position and results of operations.

We are, and may be in the future, party to legal, arbitration and administrative investigations, inspections and proceedings arising in the ordinary course of our business or from extraordinary corporate, tax or regulatory events, involving our clients, suppliers, customers, investors, as well as competition, government agencies, tax and environmental authorities, particularly with respect to civil, tax and labor claims. Indemnity rights that we seek to negotiate in certain transactions may not cover all claims that may be asserted against us, and any claims asserted against us, regardless of merit or eventual outcome, may harm our reputation. Also, we may in the future be party to one or more securities class actions regarding our registration statements, annual reports on Form 20-F, and other related reports. Furthermore, there is no guarantee that we will be successful in defending ourselves in future litigation or similar matters under various laws. Should the ultimate judgments or settlements in any future litigation or investigation significantly exceed any amounts we are able to recover under any indemnity arrangements, such judgments or settlements could have a material adverse effect on our business, financial condition and results of operations and the price of our Class A common shares. Further, even if we adequately address issues raised by an inspection conducted by an agency or successfully defend our case in an administrative proceeding or court action, we may have to set aside significant financial and management resources to settle issues raised by such proceedings or those lawsuits or claims, which could adversely affect our business. See "Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Legal Proceedings."

We may not be able to successfully manage our intellectual property and may be subject to infringement claims.

We rely on a combination of contractual rights, trademarks and trade secrets to establish and protect our proprietary technology. Third parties may challenge, invalidate, circumvent, infringe or misappropriate our intellectual property, including at the administrative or judicial level, or such intellectual property may not be sufficient to permit us to take advantage of current market trends or otherwise to provide competitive advantages, which could result in costly redesign efforts, the discontinuance of certain service offerings or other competitive harm. Others, including our competitors, may independently develop similar technology, duplicate our services or design around our intellectual property, and in such cases, we could not assert our intellectual property rights against such parties. Further, our contractual arrangements may not effectively prevent disclosure of our confidential information or provide an adequate remedy in the event of unauthorized disclosure of our confidential information. We may have to litigate to enforce or determine the scope and enforceability of our intellectual property rights, trade secrets and know-how, which is expensive, could cause a diversion of resources and may not prove successful. Also, because of the rapid pace of technological change in our industry, aspects of our business and our services rely on technologies developed or licensed by third parties, and we may not be able to obtain or continue to obtain licenses and technologies from these third parties on reasonable terms or at all. The loss of intellectual property protection, the inability to obtain third-party intellectual property or delay or refusal by relevant regulatory authorities to approve pending intellectual property registration applications could harm our business and ability to compete. With respect to trademarks, loss of rights may result from term expirations, owner abandonment and forfeiture or cancellation proceedings before the Brazilian Patent and Trademark Office (Instituto Nacional da Propriedade Industrial), or the "INPI." In addition, if we lose rights over registered trademarks, we would not be entitled to use such trademarks on an exclusive basis, and therefore, third parties would be able to use similar or identical trademarks to identify their products or services, which could adversely affect our business.

We may also be subject to costly litigation in the event our services and technology infringe upon or otherwise violate a third party's proprietary rights. Third parties may have, or may eventually be issued, patents that could be infringed by our services or technology. Any of these third parties could make a claim of infringement against us with respect to our services or technology, and we have been subject to such claims in the past. Also, we may in the future be party to one or more claims by third parties for breach of copyright, trademark, license usage or other intellectual property rights. We are not currently a defendant in any proprietary rights infringement proceedings. Any claim from third parties may result in a limitation on our ability to use the intellectual property subject to these claims or could prevent us from registering our brands as trademarks. Additionally, in recent years, individuals and groups have been purchasing intellectual property assets for the sole purpose of making claims of infringement and attempting to extract settlements from companies like ours. Even if we believe that intellectual property-related claims are without merit, defending against such claims is time-consuming and expensive and could result in the diversion of the time and attention of our management and employees. Claims of intellectual property infringement also might require us to redesign affected services, enter into costly settlement or license agreements, pay costly damage awards, change our brands, or face a temporary or permanent injunction prohibiting us from marketing or selling certain services or using certain brands. Even if we have an agreement for indemnification against such costs, the party providing such indemnification may be unwilling or unable to comply with its indemnification obligations. If we cannot or do not license the infringed technology on reasonable terms or substitute similar technology from another source, our revenues and earnings could be adversely impacted.

Our use of open-source software could negatively affect our ability to sell our solutions and subject us to possible litigation.

Our solutions incorporate, and are dependent to some extent, on the use and development of open-source software and we intend to continue our use and development of open-source software in the future. Such open-source software is generally licensed by its authors or other third parties under open-source licenses and is typically freely accessible, usable and modifiable. Pursuant to such open-source licenses, we may be subject to certain conditions, including requirements that we offer our proprietary software that incorporates the open-source software for no cost, that we make available source code for modifications or derivative works we create based upon, incorporating or using the open-source software and that we license such modifications or derivative works under the terms of the particular open-source license. If an author or other third party that uses or distributes such open-source software were to allege that we had not complied with the conditions of one or more of these licenses, we could be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, enjoined from the use or sale of our solutions that contained or are dependent upon the open-source software and required to comply with the foregoing conditions, which could disrupt the distribution and sale of some of our products and services. Litigation could be costly for us to defend, have a negative effect on our financial condition and results of operations or require us to devote additional research and development resources to change our platform. The terms of many open-source licenses to which we are subject have not been interpreted by courts. As there is little or no legal precedent governing the interpretation of many of the terms of certain of these licenses, the potential impact of these terms on our business is uncertain and may result in unanticipated obligations regarding our solutions and technologies.

Any requirement to disclose our proprietary source code, termination of open-source license rights or payments of damages for breach of contract could be harmful to our business, financial condition or results of operations, and could make it easier for our competitors to develop products and services that are similar to or better than ours.

In addition to risks related to license requirements, use of open-source software can lead to greater risks than use of third-party commercial software, as open-source licensors generally do not provide warranties, controls on the origin or development of the software, or remedies against the licensors. Many of the risks associated with usage of open-source software cannot be eliminated and could adversely affect our business.

Although we believe that we have complied with our obligations under the various applicable licenses for open-source software, it is possible that we may not be aware of all instances where open-source software has been incorporated into our proprietary software or used in connection with our solutions or our corresponding obligations under open-source licenses. We do not have open-source software usage policies or monitoring procedures in place. We rely on multiple software programmers to design our proprietary software, and we cannot be certain that our programmers have not incorporated open-source software licensed under copyright license or similar provisions into our proprietary software that we intend to maintain as confidential or that they will not do so in the future. To the extent that we are required to disclose the source code of certain of our proprietary software developments to third parties, including our competitors, in order to comply with applicable open-source license terms, such disclosure could harm our intellectual property position, competitive advantage, financial condition and results of operations. In addition, to the extent that we have failed to comply with our obligations under particular licenses for open-source software, we may lose the right to continue to use and exploit such open-source software in connection with our operations and solutions, which could disrupt and adversely affect our business.

We may face challenges in expanding into new geographic regions outside of Brazil.

We may face challenges in connection with our expansion through XP Investments and certain of our other subsidiaries into new geographic regions outside of Brazil and we will face challenges associated with entering markets in which we have limited or no experience and in which we may not be well known. Offering our services in new geographic regions requires substantial expenditures and takes considerable time, and we may not recover our investments in new markets in a timely manner or at all. For example, we may be unable to attract a sufficient number of clients, fail to anticipate competitive conditions or fail to adapt and tailor our services to different markets. In addition, the ongoing economic uncertainty and political instability in the countries in which we operate may adversely affect us.

The development of our products and services globally exposes us to risks relating to staffing and managing cross-border operations; increased costs and difficulty protecting intellectual property and sensitive data; tariffs and other trade barriers; differing and potentially adverse tax consequences; increased and conflicting regulatory compliance requirements, including with respect to privacy and security; lack of acceptance of our products and services; challenges caused by distance, language, and cultural differences; exchange rate risk; and political instability. Accordingly, our efforts to develop and expand the geographic footprint of our operations may not be successful, which could limit our ability to grow our business.

Any acquisitions, partnerships or joint ventures that we make or enter into could disrupt our business and harm our financial condition.

Acquisitions, partnerships and joint ventures are part of our growth strategy. See "Item 4. Information on the Company—A. History and Development of the Company—Acquisitions and New Lines of Business." We evaluate, and expect in the future to evaluate, potential strategic acquisitions of, and partnerships or joint ventures with, complementary businesses, services or technologies. We may not be successful in identifying acquisition, partnership and joint venture targets. In addition, we may not be able to successfully finance or integrate any businesses, services or technologies that we acquire or with which we form a partnership or joint venture, and we may lose clients as a result of any acquisition, partnership or joint venture. In addition, we may be unable to realize the expected benefits, synergies or developments that we may initially anticipate. Furthermore, the integration of any acquisition, partnership or joint venture may divert management's time and resources from our core business and disrupt our operations.

Certain acquisitions, partnerships and joint ventures we make may prevent us from competing for certain clients or in certain lines of business and may lead to a loss of clients. For example, in order to obtain antitrust regulatory approvals from CADE and regulatory approvals from the Central Bank in connection with the Itaú Transaction, we entered into agreements with CADE and the Central Bank pursuant to which we agreed to certain restrictions on our ability to acquire interests in financial investment platforms. Due to the Itaú Unibanco Holding spin-off, the Central Bank restrictions ceased to have effect on July 23, 2021 and CADE's restrictions ceased to have effect on December 31, 2022.

In addition, we may spend time and money on projects that do not increase our revenue or profitability. To the extent we finance any acquisition or investment in cash, it would reduce our cash reserves, and to the extent the purchase price is paid with our common shares, it could be dilutive to our shareholders. To the extent we finance any acquisition or investment with the proceeds from the incurrence of debt, this would increase our level of indebtedness and could negatively affect our liquidity and credit rating and restrict our operations. Our competitors may be willing to pay more than us for acquisitions or investments, which may cause us to lose certain opportunities that we would otherwise desire to complete. Moreover, we may face contingent liabilities in connection with our acquisitions and joint ventures, including, among others, (1) judicial and/or administrative proceeding or contingencies relating to the company, asset or business acquired, including civil, regulatory, tax, labor, social security, environmental and intellectual property proceedings or contingencies; and (2) financial, reputational and technical issues, including with respect to accounting practices, financial statement disclosures and internal controls, as well as other regulatory or compliance matters, all of which we may not have identified as part of our due diligence process and that may not be sufficiently identifiable under the relevant acquisition or joint venture agreement. We cannot assure you that any acquisition, partnership, investment or joint venture we make will not have a material adverse effect on our business, financial condition and results of operations. As of the date of this annual report, there were no indicators of a potential impairment in our goodwill and intangible assets.

Our insurance policies may not be sufficient to cover all claims.

Our insurance policies may not adequately cover all risks to which we are exposed. A significant claim not covered by our insurance, in full or in part, may result in significant expenditures by us. Moreover, we may not be able to maintain insurance policies in the future at reasonable costs or on acceptable terms, which may adversely affect our business and the trading price of our Class A common shares.

Our risk management policies and procedures may not be fully effective in mitigating our risk exposure in all market environments or against all types of risks, which could expose us to losses and liability and otherwise harm our business.

We operate in a dynamic industry, and we have experienced significant change in recent years, including undertaking certain acquisitions and conducting our initial public offering, and the emergence of new risks within the industries in which we operate or may operate in the future. Accordingly, our risk management policies and procedures may not be fully effective in identifying, monitoring and managing our risks. Some of our risk evaluation methods depend upon information provided by others and public information regarding markets, clients or other matters that is otherwise inaccessible by us. In some cases, however, that information may not be accurate, complete or up-to-date. If our policies and procedures are not fully effective or we are not always successful in capturing all risks to which we are or may be exposed, we may suffer harm to our reputation or be subject to litigation or regulatory actions that could have a material adverse effect on our business, financial condition and results of operations.

We have implemented risk management and mitigation processes and strategies, including the use of risk models in analyzing and monitoring the various risks that our subsidiaries are exposed to as part of our activities. Our risk management policies are designed to identify and analyze the risks, to set appropriate risk limits and controls, and to monitor risks and adherence to the limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and in our activities.

In our credit operations, we are exposed to credit defaults and the incurrence of losses on the credit transactions we make to our customers. We seek to mitigate the risks inherent to our credit portfolio by our use of client investments as collateral in an effort to reduce potential losses, and we also seek to mitigate our credit risk exposure by managing collateral and by monitoring the value of existing collateral. Although we believe that our credit portfolio criteria are, and historically have been, appropriate for the various kinds of credit transactions we make, we may incur losses on credit transactions that have met these criteria, and may experience higher-than-expected losses depending on economic factors and consumer behavior.

Further, we may have higher credit risk, or experience higher credit losses, to the extent our credit operations are concentrated by loan type, industry segment, borrower type, or location of the borrower or collateral. Any changes affecting any of the sectors to which we have significant lending exposure, and changes in the value of the collateral securing our credit operations, may result in a reduction in the value we realize from collateral and in our loan portfolio. The value of any collateral supporting the credit portfolio may be insufficient to cover our outstanding exposure. Consequentially, this may have an adverse impact on our results of operations and financial condition, and it could also adversely affect the growth rate and the mix of our credit portfolio. We offer financial services and other products and services to a large number of clients, and we are responsible for vetting and monitoring these clients and determining whether the transactions we process for them are legitimate. When our products and services are used in connection with illegitimate transactions, and we settle those funds to clients and are unable to recover them, we suffer losses and liability. These types of illegitimate, as well as unlawful, transactions can also expose us to governmental and regulatory sanctions, including outside of Brazil (for example, U.S. anti-money laundering and economic sanctions violations). Our risk management policies, procedures, techniques, and processes may not be sufficient to identify all of the risks to which we are exposed, to enable us to mitigate the risks we have identified, or to identify additional risks to which we may become subject in the future. Furthermore, if our risk management policies and processes contain errors or are otherwise ineffective, we may suffer large financial losses, we may be subject to civil and criminal liability, and our business may be materially and adversely affected.

Holding large and concentrated positions may expose us to losses.

Concentration of risk may reduce revenues or result in losses in our institutional and retail investment business, our market-making activities and our underwriting businesses in the event of unfavorable market conditions, failed executions or settlements with respect to transactions that we underwrite, or in instances in which market conditions are more favorable to our competitors. We commit substantial amounts of capital to these businesses, which often results in our taking large positions in the securities of a particular issuer or issuers in a particular industry, country or region, and any losses in these large positions may have a material adverse effect on our financial condition and results of operations.

We may not be able to secure financing on favorable terms, or at all, to meet our future capital needs.

We have funded our operations since inception in part through equity financings, bank credit facilities and other financing arrangements. In the future, we may require additional capital to respond to business opportunities, refinancing needs, challenges, acquisitions, or unforeseen circumstances and may decide to engage in equity or debt financings or enter into credit facilities for other reasons, and we may not be able to secure any such additional debt or equity financing or refinancing on favorable terms, in a timely manner, or at all. Any debt financing obtained by us in the future could also include restrictive covenants relating to our capital-raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. Our credit facilities contain restrictive covenants, including customary limitations on the incurrence of certain indebtedness and liens. Our ability to comply with these covenants may be affected by events beyond our control, and breaches of these covenants could result in a default under our credit facilities and any future financing agreements into which we may enter. If not waived, defaults could cause our outstanding indebtedness under our credit facilities and any future financing agreements that we may enter into under these terms to become immediately due and payable. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to grow or support our business and to respond to business challenges could be significantly limited. See "Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Indebtedness."

Some of our clients reach us on digital media platforms, leading to our difficulties in maintaining all the communication records.

Under the relevant laws and regulations of Brazil (including CVM Resolution No. 35), we are generally required to keep the records of our communications with customers concerning our services for at least a period of five years, including from IFAs. To ensure all of our users and customers are best served, we occasionally provide customer service on popular digital media platforms in a similar way as other market participants in both our industry and other industries. However, we cannot solve all the difficulties arising therefrom because the digital media platforms usually do not have functions that telephone or email operation systems use for the long-term storage of communication records, which, such difficulties, if questioned by the CVM, could have a material adverse effect on our business, financial condition and results of operations.

If we are not able to respond to changes in user preferences for our financial products and services and provide a satisfactory user experience on our platform, or our existing and new products and services do not maintain or achieve sufficient market acceptance, we will not be able to maintain and expand our user base and increase user activities, and our financial results and competitive position will be harmed.

We believe that our user base is the cornerstone of our business. Our ability to maintain and expand our user base depends on a number of factors, including our ability to offer suitable financial products and services for our users, and our ability to provide relevant and timely products and services to meet changing user needs at a reasonable cost. If we are unable to respond to changes in user preference and deliver a satisfactory and distinguishable user experience at a reasonable cost, our users may switch to competing platforms or, in relevant cases, obtain the relevant products and services directly from their providers. As a result, user access to and activity on our platform will decline, our products and services will be less attractive to our users, and our business, financial performance and prospects will be materially and adversely affected.

We have devoted significant resources to, and will continue to emphasize, upgrading and marketing our existing financial products and services and enhancing their market awareness. We also incur expenses and expend resources upfront to develop, acquire and market new financial products and services that incorporate additional features, improve functionality or otherwise make our products more desirable to clients. New financial products and services must achieve high levels of market acceptance in order for us to recoup our investment in developing, acquiring and bringing them to market.

Our existing and new financial products and services could fail to attain sufficient market acceptance for many reasons, including:

- investors are not willing to deploy their funds in a timely or efficient manner;
- we may fail to predict market demand accurately and provide products and services that meet this demand in a timely fashion;
- users may not like, find useful or agree with any changes;
- there may be defects, errors or failures on our platform;
- there may be negative publicity about our financial products and services or our platform's performance or effectiveness;
- if new financial products and services or changes to our platform do not comply with Brazilian laws, regulations or rules applicable to us;
- there may be competing products and services introduced or anticipated to be introduced by our competitors; and
- there may be changes in our clients' preferences towards low-risk investments within traditional banks due to market declines and increased volatility caused by the COVID-19 pandemic, which could decrease our net inflows from both new and existing clients.

If our existing and new financial products and services do not achieve adequate acceptance in the market, our competitive position, financial condition and results of operations could be adversely affected.

Our balance sheet includes significant amounts of goodwill and intangible assets. The impairment of a significant portion of these assets would negatively affect our business, financial condition and results of operations.

As of December 31, 2022, our balance sheet includes goodwill and intangible assets that amounted to R\$844 million. These assets consist primarily of identified goodwill and intangible assets associated with our acquisitions and investments in associates and joint ventures. We also expect to engage in additional acquisitions and investments in associates and joint ventures, which may result in our recognition of additional goodwill and intangible assets. Under current accounting standards, we are required to amortize certain intangible assets over the useful life of the asset, while certain other intangible assets (including goodwill) are not amortized. On at least an annual basis, we assess whether there have been impairments in the carrying value of certain intangible assets and goodwill. If the carrying value of the asset is determined to be impaired, then it is written down to fair value by a charge to operating earnings. An impairment of a significant portion of goodwill and intangible assets could have a material adverse effect on our business, financial condition and results of operations.

The regulatory regime governing blockchain technologies and digital assets in Brazil is uncertain, and new regulations or policies may adversely impact demand for our services and therefore our business, financial condition and results of operations as well as the market price of XP Shares (including in the form of XP BDRs).

We currently offer trading and custody digital asset services to our customers and pass through to our customers the benefits of our partners' custody services. Parfin is a limited liability company organized and chartered in the state of São Paulo. Parfin currently engages in digital asset activities in Brazil.

The treatment of digital assets continues to evolve under Brazilian law. The CVM, the Brazilian Central Bank, or the "Central Bank," and the Brazilian Internal Revenue Service (*Receita Federal Brasileira*) have also made official pronouncements or issued guidance regarding the early treatment of digital assets in Brazil, such as the CVM Resolution No. 175/2022, which allows investment funds to acquire digital-assets qualified as financial assets under Brazilian law, subject to certain conditions. However, the Central Bank and the CVM have not yet issued any official regulation that would cover the issuance, listing, offer, sale, trading, clearing and holding of digital assets or the activities of digital asset market participants.

On December 21, 2022, Law No. 14,478/2022 (*Marco Legal dos Criptoativos*) or the "Brazilian Crypto Assets Law," was approved by the President of Brazil, which provides guidelines to be observed in the provision of virtual assets services and in the regulation of virtual assets service providers. The Brazilian Crypto Assets Law will come into force 180 days after its publication in the Brazilian Official Gazette, which occurred on December 22, 2022. The rule might depend on interpretation and issue of future regulations for a joint interpretation of the law. We cannot be certain as to how future regulatory developments will impact the treatment of digital assets under the law, including, but not limited to, whether crypto assets will be classified as a security, commodity, currency and/or new or other existing classification.

The Brazilian Crypto Assets Law provides that a specific government agency (that is currently yet to be selected or created, if required), will be responsible for the regulation of digital assets services and activities and for authorizing companies to provide such services. The Brazilian Crypto Assets Law provides that any company already authorized by the Central Bank to engage in certain services will not require new authorization to implement these services for digital assets, such an authorized company will still be required to comply with any new regulation within not less than six months of its passage. Although no government agency has been appointed or created pursuant to the Brazilian Crypto Assets Law or otherwise to regulate digital assets or digital asset service providers, the Brazilian Crypto Assets Law sets forth general principles that shall guide the actions of the responsible government agency as to its regulation over digital asset service providers. Some of these guiding principles include good corporate governance and the prevention of money laundering and the financing of terrorism.

As blockchain technologies and digital assets business activities grow in popularity and market size, and as new digital assets businesses and technologies emerge and proliferate, Brazilian legislators and regulators are likely to revisit and update their laws and policies, and can be expected to continue to do so in the future. It is not possible to know how such laws and rules might impact the ability of digital asset markets to function or how any new regulations that may flow from such laws or rules might impact the value of digital assets generally and those offered by us and our Brazilian partners such as Parfin to our customers specifically. Changes in the legislative or regulatory environment, including changing interpretations and the implementation of new or varying regulatory requirements by the Brazilian government, may significantly affect or change the manner in which we currently conduct some aspects of our business and, as a result, our business, financial condition and results of operations as well as the market price of XP Shares (including in the form of XP BDRs).

We face risks relating to illiquidity of markets and possible manipulation of blockchain-based assets.

There may be a lack of liquid markets and possible manipulation of blockchain-based assets. Digital assets registered in a blockchain do not have a standardized exchange, like a stock market, so there is less liquidity for such assets and greater possibility of fraud or manipulation. A lack of stability in digital asset exchanges and the closure or temporary shutdown of digital asset exchanges due to fraud, business failure, hackers or malware, or government mandated regulation may reduce confidence in the platform and result in greater volatility in the price of the digital asset tokens. The digital token market is new and rapidly evolving market which may be subject to substantial and unpredictable disruptions and cause significant volatility in the prices of digital tokens. There is no assurance that the digital token market will be free from such disruptions or that any such disruptions may not adversely affect the tokenholder's ability to sell the digital asset tokens.

If we do not respond to rapid technological changes, our services could become obsolete and we could lose customers.

To remain competitive, we must continue to enhance and improve the functionality and features of our services, including those provided through the XTAGE platform, a new platform for trading digital assets, in collaboration with Nasdaq, a global leading technology company serving the capital markets and other industries. We may face material delays in introducing new services, products and enhancements. If this happens, our customers may forego the use of our websites and use those of our competitors. If competitors introduce new products and services using new technologies or if new industry standards and practices emerge, our existing technology and systems may become obsolete. Our failure to respond to technological change or to adequately maintain, upgrade and develop our computer network and the systems used to process customers' orders and payments could harm our business, prospects, financial condition and results of operations.

Use of social media may adversely impact our reputation.

There has been a marked increase in the use of social media platforms and similar devices, including blogs, social media websites and other forms of internet-based communications that allow individuals access to a broad audience of consumers and other interested persons. Consumers value readily available information concerning retailers, manufacturers, and their goods and services and often act on such information without further investigation, authentication and without regard to its accuracy. The availability of information on social media platforms and devices is virtually immediate as is its impact. Social media platforms and devices immediately publish the content their subscribers and participants post, often without filters or checks on accuracy of the content posted. The opportunity for dissemination of information, including inaccurate information, is seemingly limitless and readily available. Information concerning our company may be posted on such platforms and devices at any time. Information posted may be adverse to our interests, may be inaccurate, and may harm our performance, prospects or business. The harm may be immediate without affording us an opportunity for redress or correction. Such platforms also could be used for the dissemination of trade secret information or otherwise compromise valuable company assets, all of which could harm our business, prospects, financial condition and results of operations.

Our expansion into new products, services, technologies, and geographic regions subjects us to additional risks.

We may have limited or no experience in our newer markets, and our customers may not adopt our product or service offerings. These offerings, which can present new and difficult technology challenges, may subject us to claims if customers of these offerings experience service disruptions or failures or other quality issues. For example, certain digital assets may prove to be speculative and not sustain the value they currently have to our clients. In addition, profitability, if any, in our newer activities may not meet our expectations, and we may not be successful enough in these newer activities to recoup our investments in them. Failure to realize the benefits of amounts we invest in new technologies, products, or services could result in the value of those investments being written down or written off.

We may face several risks due to disruptions in the crypto asset markets, including but not limited to the risk from depreciation in our stock price, financing risk, risk of increased losses or impairments in our investments or other assets, risks of legal proceedings and government investigations, and risks from price declines or price volatility of crypto assets.

In the first half of 2022, some of the well-known crypto asset market participants, including Celsius Network, Voyager Digital Ltd., and Three Arrows Capital, declare bankruptcy, resulting in a loss of confidence in participants of the digital asset ecosystem and negative publicity surrounding digital assets more broadly. In November 2022, FTX, the third largest digital asset exchange by volume at the time, halted customer withdrawals and shortly thereafter, FTX and its subsidiaries filed for bankruptcy.

In response to these events, the digital asset markets, including the market for bitcoin specifically, have experienced extreme price volatility and several other entities in the digital asset industry have been, and may continue to be, negatively affected, further undermining confidence in the digital assets markets and in bitcoin. These events have also negatively impacted the liquidity of the digital assets markets as certain entities affiliated with FTX engaged in significant trading activity. If the liquidity of the digital assets markets continues to be negatively impacted by these events, digital asset prices (including the price of bitcoin) may continue to experience significant volatility and confidence in the digital asset markets may be further undermined. These events are continuing to develop and it is not possible to predict at this time all of the risks that they may pose to us, our service providers or on the digital asset industry as a whole.

We had no direct exposure to FTX or any of the above-mentioned cryptocurrency companies. We will not have material assets that may not be recovered or may otherwise be lost or misappropriated due to the bankruptcies. However, the failure or insolvency of large exchanges like FTX may cause the price of crypto assets to fall and decrease confidence in the ecosystem, which could adversely affect us.

As of the date of this annual report, we are not subject to any legal proceedings or government investigations in Brazil or in other jurisdictions except as otherwise disclosed in the annual report on Form 20-F. However, in the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been brought against companies and we may be targeted by such legal proceedings or investigations in the future. Litigation of this type may be expensive to defend and may divert our management's attention and resources from the operation of our business.

The recent disruption in the crypto asset markets may harm our reputation.

To the extent our counterparties/suppliers view our business as linked to the value of the crypto assets, they may lose confidence in enter into business with us and may deem our business to be risky. It may be difficult for us to reach the same business terms with such counterparties/suppliers like we did before. For example, our suppliers would require more deposits or advance payments from us.

In addition, additional regulations may subject us to investigation, administrative or regulatory proceedings, and civil or criminal litigation, all of which could harm our reputation and affect our business operation and the value of our ordinary shares. If we have difficulties to comply with such additional regulatory and registration requirements, we may have to cease certain or all of our operations. Any such actions could have a material adverse effect on our business, financial condition and results of operations.

Since there has been limited precedent set for financial accounting of digital assets, including bitcoin, it is unclear how we will be required to account for transactions involving digital assets.

Because there has been limited precedent set for the financial accounting of cryptocurrencies and related revenue recognition and no official guidance has yet been provided, it is unclear how companies may in the future be required to account for cryptocurrency transactions and assets and related revenue recognition. A change in regulatory or financial accounting standards or interpretation by the competent authorities could result in changes in our accounting treatment and the necessity to restate our financial statements.

Such a restatement could adversely impact the accounting for the crypto assets, more generally, negatively impact our business, prospects, financial condition and results of operations.

We face risks relating to the lack of, or inconsistent, regulation in digital asset exchange.

There may be risks posed by the lack of, or inconsistent, regulation in this space. Digital asset exchanges on which the digital asset tokens are traded may be relatively new and largely unregulated and therefore may be exposed to fraud and failure. Any future regulatory developments could affect the viability and expansion of the use of blockchain technology. Because blockchain technology systems may operate across many national boundaries and regulatory jurisdictions, it is possible that blockchain technology may be subject to widespread and inconsistent regulation. Various legislative and executive bodies in the United States, China, Singapore and in other countries are currently considering, or may in the future consider, laws, regulations, guidance, or other actions, which may severely impact the XTAGE's ability to gain market share. Failure by XTAGE or its representatives to comply with any laws, rules and regulations, some of which may not exist yet or are subject to interpretation and may be subject to change, could result in a variety of adverse consequences, including civil penalties and fines, which might have an adverse impact on XTAGE's activities.

A determination that a digital asset is a "security" for purposes of the Brazilian securities laws could limit or prohibit listing, trading, custodying or engaging in other activities with that digital asset in Brazil and with or for Brazilian parties, which could adversely affect the value of that digital asset and potentially digital assets generally, and could therefore adversely impact our business, financial condition and results of operations as well as the market price of XP Shares (including in the form of XP BDRs).

Depending on its characteristics, a digital asset may be considered a "security" (valor mobiliário) under Brazilian securities laws and the CVM regulation. The test for determining whether a particular digital asset is a "security" is complex and difficult to apply, and the outcome is difficult to predict.

Whether a digital asset is a security (valor mobiliário) under Brazilian securities laws and CVM regulation depends on whether it is included in the lists of instruments making up the definition of "security" in Law No. 6,385/1976, as amended. Digital assets as such do not appear in Article 2 of Law No. 6,385/1976, although it includes the term "collective investment contract" (contrato de investimento coletivo), that is defined as "when publicly offered, any other collective investment instrument or contract that creates the right of participation, on profits or remuneration, including as a result of the rendering of services, and whose profits derive from the efforts of the entrepreneur or from the efforts of third parties." This concept is inspired by the test developed by the U.S. Supreme Court to analyze whether a particular asset is a security under U.S. federal securities laws, known as the Howey test. Although the application of the Howey test to determine whether or not a contract is a "collective investment contract" in Brazil does not derive from an explicit law or CVM regulation and the CVM is not obliged to follow the U.S. Supreme Court interpretation of this test, the CVM applies its own interpretation in Brazil of the Howey test to decide whether a particular digital asset is a "collective investment contract," as the Howey test was used as an inspiration for the "collective investment contract" concept created by Law No. 6,385/1976. For many digital assets, whether or not a contract is a "collective investment contract" under the CVM's interpretation in Brazil of the Howey test is subjective, and legal arguments can often be made both in favor of and against a particular digital asset constituting a "collective investment contract" under the CVM's interpretation. In this sense, there are recent cases in which the CVM has acknowledged that a digital asset may, depending on its characteristics, be qualified as a "collective investment contract" and, consequently, its issuer may be subject to a company registration on CVM under CVM Resolution No. 80/2022 and its public offering may be subject to registration on CVM under CVM Resolution No. 160/2022.

Any enforcement action by the CVM, Central Bank or any state regulator, or a court decision or CVM announcement, asserting or finding that a particular digital asset is a security for purposes of the Brazilian securities laws and CVM regulation would be expected to have an immediate and material adverse impact on the trading value of that digital asset if it is then generally used or traded in Brazil, and depending on the specific characteristics of the digital asset, could have adverse spillover effects on the trading values of other digital assets perceived to share similar characteristics that are also generally used or traded in Brazil. This is because the business models behind most digital assets are incompatible with Brazilian regulations applying to transactions in securities. If a digital asset is asserted or found to be a security, it is likely to become difficult or impossible for the digital asset to be traded, cleared or custodied in Brazil through the same channels used by non-security digital assets. The digital asset securities markets are at an infancy stage and may not support a particular digital asset if it is categorized as a security by the CVM or provide the liquidity necessary to support active trading in a particular digital asset that is a security. Moreover, the network on which such digital asset is utilized may be subject to regulation as a securities intermediary, which could effectively render the network impracticable for its existing purposes. In addition to materially and adversely affecting the trading value of the digital asset, any such consequences are likely to significantly impact the digital asset's liquidity and market participants' ability to convert the digital asset into Brazilian reais, which are also likely to reduce the trading volume of that digital asset on XTAGE and could therefore adversely impact our business. As such, the CVM position on the Brazilian securities legal status of particular digital assets are closely monitored and can have dramatic effects.

Neither XTAGE nor Parfin is registered with the CVM in any capacity, including as a "broker" (corretora de títulos e valores mobiliários), "distributor" (distribuidora de títulos e valores mobiliários) or "Brazilian securities exchange" (entidade administradora de mercado organizado). If the CVM, other regulatory authority or a court were to determine that a digital asset that we facilitate trading of through XTAGE is a security, we would not be able to offer access to such digital asset for trading through XTAGE or rely on Parfin services until we are able to do so in a compliant manner. A determination by the CVM, or another Brazilian regulatory authority or court that a digital asset that a platform currently supports for custodial or trading services constitutes a security may also result in us determining that it is advisable to remove other digital assets from XTAGE that have similar characteristics to the digital asset that was determined to be a security.

As described under "—A determination that a digital asset is a "security" for purposes of the Brazilian securities laws could have adverse regulatory consequences for XTAGE and our partners, and could therefore adversely impact our business, financial condition and results of operations as well as the market price of XP Shares (including in the form of XP BDRs)," the determination that a digital asset is a security under the Brazilian securities laws could also have adverse Brazilian regulatory consequences for us and our partners. It is possible that a determination that a digital asset is a "security" for purposes of the Brazilian securities laws could have adverse regulatory consequences for Parfin such that it is no longer able to provide the services to us contemplated by the custodial services agreement, which may cause us to terminate our services relating to that digital asset and could adversely impact our business in the event that we cannot find a suitable replacement custodian. But even if there were no such adverse Brazilian regulatory consequences, we may nevertheless decide to terminate our services relating to that digital asset.

A determination that a digital asset is a "security" for purposes of the Brazilian securities laws could have adverse regulatory consequences for XTAGE and our partners, and could therefore adversely impact our business, financial condition and results of operations as well as the market price of XP Shares (including in the form of XP BDRs).

In addition to the potential adverse consequences for our partners, which may in turn cause adverse consequences to our business, financial condition and results of operations described under "—A determination that a digital asset is a "security" for purposes of the Brazilian securities laws could limit or prohibit listing, trading, custodying or engaging in other activities with that digital asset in Brazil and with or for Brazilian parties, which could adversely affect the value of that digital asset and potentially digital assets generally, and could therefore adversely impact our business, financial condition and results of operations as well as the market price of XP Shares (including in the form of XP BDRs)," the classification of a digital asset as a security (valor mobiliário) under the Brazilian securities laws and CVM regulation has wide ranging implications for the regulatory obligations that flow from the listing, offer, sale, trading, clearing and holding of such assets. These implications could include but are not limited to the following, any of which could have adverse consequences to our business, financial condition and results of operations as well as the market price of XP Shares (including in the form of XP BDRs):

- i. Liability for participating in unregistered securities offerings. In Brazil, securities generally may not be offered or sold unless its issuer and its offering are registered with the CVM or an exemption from registration is available. If a digital asset is determined to be a security in Brazil and XTAGE offered or sold that digital asset to our Brazilian customers or into Brazil without a valid exemption from CVM registration requirements, we could incur liability to purchasers as well as CVM monetary fines and other penalties, including restrictions on our ability to conduct our business.
- ii. Liability for acting as an unregistered broker, distributor or Brazilian securities exchange. A person in the business of effecting transactions in securities in Brazil is generally subject to registration with the CVM as a "broker" (corretora de títulos e valores mobiliários) or as a "distributor" (distribuidora de títulos e valores mobiliários). A platform that brings together purchasers and sellers to trade securities in Brazil is generally subject to registration as a Brazilian securities exchange (entidade administradora de mercado organizado). The CVM has previously pursued enforcement actions against market participants for failure to comply with these rules. Any regulatory actions alleging that XTAGE acted as an unregistered broker, distributor, Brazilian securities exchange or any other market participant subject to CVM registration could result in liability, including civil monetary penalties and disgorgement, injunctive relief and cease and desist orders requiring XTAGE to cease from engaging in certain activities, and/or undertakings requiring the retention of compliance consultants or monitors. Such regulatory actions could also damage our reputation or otherwise result in a material adverse impact on our business, including restrictions on our ability to conduct our business.
- iii. Liability for acting as an unregistered investment adviser. A person in the business of advising others, for compensation, with respect to securities in Brazil is subject to registration and regulation as an investment adviser (consultor de valores mobiliários) under the CVM regulation. If a digital asset is determined to be a security and we advised clients as to that digital asset in a manner implicating the CVM regulation registration requirements without being so registered, we could incur CVM monetary fines and other penalties, including restrictions on our ability to conduct business.

We may be able to take steps in order to bring our operations into compliance with the Brazilian securities laws and CVM regulation following determinations that XTAGE has offered certain services for, or conducted sales into, Brazil concerning one or more digital asset securities, but there is no guarantee that we would be able to take such actions as may be necessary to ensure that our future activities related to XTAGE comply with applicable law, which could force us to discontinue some or all of our business activities related to XTAGE, or make costly alterations to our screening and other processes. In general, any steps we are able to take in order to ensure future compliance with applicable laws would not insulate us from liability for past violations. See "—Certain Risks Relating to Our Business and Industry."

Our measures to ensure that U.S. Persons do not access the XTAGE platform may not be completely successful, which could open us up to enforcement actions by U.S. regulators or subject us to regulatory regimes inconsistent with the operations of XTAGE.

We have measures in place designed to ensure that U.S. Persons do not access the XTAGE platform. In addition to a thorough KYC process, customers are required to certify that they are not a U.S. Person and that they are a Brazilian resident. We believe these measures are in compliance with Brazilian legal requirements. However, it is possible that these measures may not be completely successful in ensuring that U.S. Persons or persons located in the United States do not access the XTAGE platform. In addition, it is possible that regulators may find our measures to be ineffective and insufficient. To the extent that, because of such failure or otherwise, we are deemed to be operating within the United States or to be offering our services to persons within the United States, we may be viewed as being in violation of certain U.S. laws, regulations or policies, which may open us up to enforcement actions by U.S. regulators and subject us to sanctions, such as fines, or legal claims based upon the applicable laws or subject us to regulatory regimes inconsistent with our plans for XTAGE, which may negatively impact our business activities and consequently affect our financial condition. Although we are currently researching and developing our KYC and screening processes further to avoid offering XTAGE's services to U.S. Persons or persons physically within the United States, there is no guarantee that any new processes or procedures are successful or satisfactory to regulators in the United States that seek to regulate our business. This may restrict us from providing certain services to our customers, and adversely impact our business, financial condition and results of operations as well as the market price of XP Shares (including in the form of XP BDRs).

Changes in the price or volatility of specific digital assets, or digital assets more generally, may decrease our revenue from the XTAGE platform and would adversely affect our business, operating results, and financial condition.

XTAGE's revenue consists of transaction fees paid by persons who purchase and sell digital assets on the platform. Of the digital assets listed for trading on the XTAGE platform, the majority of these fees relate to customer transactions in bitcoin, ether, matic and link. XTAGE's transaction revenue is based on transaction fees charged on each transaction. As such, even if the number of transactions remain the same, any declines in the price of digital assets would cause a decline in the value of transaction fees on the platform, which would result in lower total revenue to us. In addition, any change in the price of digital assets, or any change in the volatility of digital assets, may cause a decrease in the volume of digital asset transactions, which may result in lower total revenue to us. XTAGE derives and expects to continue to derive the majority of its net revenue from activities involving bitcoin, ether, matic and link. As such, in addition to the factors impacting the broader cryptoeconomy described above, XTAGE may be adversely affected if the markets for bitcoin, ether, matic and link in particular deteriorate.

A failure to safeguard and manage our customers' digital assets by us or our partners could adversely impact our business, operating results, and financial condition.

We believe that BitGo is the leading provider of custody and wallet services for cryptocurrency trading, with the ability to support both "hot" and "cold" storage with a high degree of electronic and physical security, as well as transaction processing and reporting. BitGo Trust offers cold storage technology in bank-grade Class III vaults and storage solutions for more than 100 digital assets, and together with BitGo Inc., offers sophisticated controls and policies enforcement solutions, including multiple approvals, spending limits, and whitelists, as well as customizable user roles and controls to align with our organizational structure. BitGo offers two types of services; a hot wallet solution and a cold storage solution. XTAGE uses only the cold wallet services.

BitGo Trust's cold storage solution outsources key management and security to BitGo Trust. Cold storage is offline storage; it is the most secure way to store digital assets, as it is never connected to a network. XTAGE will transfer cryptocurrency assets from its hot wallet to cold storage at BitGo Trust; BitGo Trust, as custodian, will safeguard cryptocurrency assets for XTAGE customers. To initiate a transfer from cold storage to a hot wallet, XTAGE will specify the amount to transfer and submit the request to BitGo Trust. BitGo Trust will contact XTAGE, to conduct an out-of-band video verification to confirm the transfer is legitimate and that a company authorized signatory approves it. BitGo Trust will then generate the transaction and sign it securely offline with the user key that BitGo Trust holds in custody. Once half-signed, BitGo Trust will bring the transaction back online, and upload it to the platform. After key policies are evaluated and satisfied, BitGo Inc. will then sign the transaction with the BitGo Inc. key. Once completely signed, BitGo Inc. will broadcast the transaction to the blockchain, and the cryptocurrency assets will be transferred from cold storage to the appropriate XTAGE hot wallet.

Supported digital assets are not insured or guaranteed by any government or government agency. BitGo receives and holds digital assets transferred to it from us and our partners. Our and our partners' abilities to manage and accurately safeguard these customer assets requires a high level of internal controls. As our business continues to grow and we expand our product and service offerings, we must continue to strengthen our associated internal controls and ensure that our partners do the same. Our success and the success of our offerings requires significant public confidence in our and our partners' ability to properly manage customers' balances and handle large and growing transaction volumes and amounts of customer funds. In addition, we are dependent on our partners' operations, liquidity, and financial condition for the proper maintenance, use, and safekeeping of these customer assets. Any failure by us or our partners to maintain the necessary controls or to manage customer digital assets and funds appropriately and in compliance with applicable regulatory requirements could result in reputational harm, litigation, regulatory enforcement actions, significant financial losses, lead customers to discontinue or reduce their use of our and our partners' products, and result in significant penalties and fines and additional restrictions, which could adversely impact our business, operating results, and financial condition. Any failure to increase our customer base, discontinuation or reduction in use of our platform and products by existing customers as a result could adversely impact our business, operating results, and financial condition.

Certain Risks Relating to Brazil

The Brazilian federal government has exercised, and continues to exercise, significant influence over the Brazilian economy. This involvement as well as Brazil's political and economic conditions could harm us and the price of our Class A common shares.

The Brazilian federal government frequently exercises significant influence over the Brazilian economy and occasionally makes significant changes in policy and regulations. The Brazilian government's actions to control inflation and other policies and regulations have often involved, among other measures, increases or decreases in interest rates, changes in fiscal policies, wage and price controls, foreign exchange rate controls, blocking access to bank accounts, currency devaluations, capital controls and import and export restrictions. We have no control over and cannot predict what measures or policies the Brazilian government may take in the future. We and the market price of our Class A common shares may be harmed by changes in Brazilian government policies, as well as general economic factors, including, without limitation:

- growth or downturn of the Brazilian economy;
- interest rates and monetary policies;
- exchange rates and currency fluctuations;
- inflation;
- liquidity of the domestic capital and lending markets;
- import and export controls;
- exchange controls and restrictions on remittances abroad and payments of dividends;
- modifications to laws and regulations according to political, social and economic interests;
- fiscal policy, monetary policy and changes in tax laws;
- economic, political and social instability, including general strikes and mass demonstrations;
- labor and social security regulations;
- public health crises, such as the ongoing COVID-19 pandemic;
- energy and water shortages and rationing;
- commodity prices; and
- other political, diplomatic, social and economic developments in or affecting Brazil.

Uncertainty over whether the Brazilian federal government will implement reforms or changes in policy or regulation affecting these or other factors in the future may affect economic performance and contribute to economic uncertainty in Brazil, which may have an adverse effect on our activities and consequently our results of operations, and may also adversely affect the trading price of our Class A common shares. In recent years, economic and political instability has led to a negative perception of the Brazilian economy and higher volatility in the Brazilian securities markets, which also may adversely affect us and our Class A common shares. See "—Economic uncertainty and political instability in Brazil may harm us and the price of our Class A common shares" and "Item 5. Operating and Financial Review and Prospects—A Operating Results—Brazilian Macroeconomic Environment."

Economic uncertainty and political instability in Brazil may harm us and the price of our Class A common shares.

Brazil's political environment has historically influenced, and continues to influence, the performance of the country's economy. Political crises have affected and continue to affect the confidence of investors and the general public, which have historically resulted in economic deceleration and heightened volatility in the securities offered by companies with significant operations in Brazil.

In recent years, economic instability in Brazil has contributed to a decline in market confidence in the Brazilian economy as well as to a deteriorating political environment. In addition, various ongoing investigations into allegations of money laundering and corruption being conducted by the Office of the Brazilian Federal Prosecutor have negatively impacted the Brazilian economy and political environment. The potential outcome of these investigations is uncertain, but they have already had an adverse impact on the image and reputation of the implicated companies, and on the general market perception of the Brazilian economy. We cannot predict whether the ongoing investigations will result in further political and economic instability, or if new allegations against government officials and/or executives of private companies will arise in the future or will result in additional investigations.

A failure by the Brazilian government to implement necessary reforms may result in diminished confidence in the Brazilian government's budgetary condition and fiscal stance, which could result in downgrades of Brazil's sovereign foreign credit rating by credit rating agencies, negatively impact Brazil's economy, lead to further depreciation of the real and an increase in inflation and interest rates, adversely affecting our business, financial condition and results of operations.

Any of the above factors may create additional political uncertainty, which could harm the Brazilian economy and, consequently, our business, and could adversely affect our financial condition, results of operations and the price of our Class A common shares.

Inflation and certain measures by the Brazilian government to curb inflation have historically harmed the Brazilian economy and Brazilian capital markets, and high levels of inflation in the future would harm our business and the price of our Class A common shares.

In the past, Brazil has experienced extremely high rates of inflation. Inflation and some of the measures taken by the Brazilian government in an attempt to curb inflation have had significant negative effects on the Brazilian economy generally. Inflation, policies adopted to curb inflationary pressures and uncertainties regarding possible future governmental intervention have contributed to economic uncertainty and heightened volatility in the Brazilian capital markets.

According to the National Consumer Price Index (*Índice Nacional de Preços ao Consumidor Amplo*) or "IPCA," which is published by the Brazilian Institute of Geography and Statistics (*Instituto Brasileiro de Geografia e Estatística*), or "IBGE," Brazilian inflation rates were 5.8%, 10.1%, and 4.5% for the years ended as of December 31, 2022, 2021 and 2020, respectively. Brazil may experience high levels of inflation in the future and inflationary pressures may lead to the Brazilian government's intervention in the economy and introducing policies that could harm our business and the trading price of our Class A common shares. One of the tools used by the Brazilian government to control inflation levels is its monetary policy, specifically relating to interest rates. An increase in the interest rate restricts the availability of credit and reduces economic growth, and vice versa. During recent years there has been significant volatility in the official Brazilian interest rate. The base interest rate (*Sistema Especial de Liquidação e Custódia*), or "SELIC rate," that ranged from 14.25% on December 31, 2015 to 2.00% on December 31, 2020. This rate is set by the Monetary Policy Committee of the Central Bank (*Comitê de Política Monetária*), or "COPOM." On February 6, 2020, the COPOM reduced the SELIC rate to 4.25%, on March 19, 2020, further reduced the rate to 3.75%, May 7, 2020, further reduced the rate to 3.00%, on June 18, 2020, further reduced the rate to 2.25% and on August 6, 2020, further reduced the rate to 2.00%. On March 18 2021, the COPOM raised the SELIC rate to 2.75% and further raised the rate to 3.50% on May 5, 2021, to 5.25% on August 4, 2021, to 6.25% on September 22, 2021, to 7.75% on October 27, 2021, to 9.25% on December 8, 2021, to 11.75% on March 16, 2022, to 12.75% on May 4, 2022, to 13.25% on June 15, 2022 and to 13.75% on August 3, 2022. As of April 25, 2023, the SELIC rate was 13.75%. Increases in inflation in the past years, particularly since the start of the COVID-19 pandemic, led to more stringent monetary policies and interest rate increases by the COPOM. Any further increase in inflation may trigger further price volatility and the need for further interest rate increases, which could negatively affect our business and increase our indebtedness. Any change in interest rates, in particular any volatile swings, could adversely affect our growth, results of operations and financial condition, mainly by affecting product mix and client sentiment in the short term.

Also, in 2021, Complementary Law No. 179 (Lei Complementar No. 179) was enacted to grant more stability to the Central Bank's president and its officers and restrict the possibilities of removal from office by the President of Brazil and therefore reduce influence on the execution of monetary policies established by the COPOM. Recently, Luis Inácio Lula da Silva, the current President of Brazil, mentioned that such law could be rediscussed at the end of tenure of the current Central Bank president, expected to be, in December 2024. If Complementary Law No. 179 is revoked or amended, reducing stability of Central Bank's president and officers, there can be new uncertainties regarding possible future governmental intervention and increase volatility in the Brazilian capital markets. Moreover, any reduction on interest rates due to political pressure may increase inflation in the future.

Exchange rate instability may have adverse effects on the Brazilian economy, us and the price of our Class A common shares.

The Brazilian currency has been historically volatile and has been devalued frequently over the past three decades. Throughout this period, the Brazilian government has implemented various economic plans and used various exchange rate policies, including sudden devaluations, periodic mini-devaluations (during which the frequency of adjustments has ranged from daily to monthly), exchange controls, dual exchange rate markets and a floating exchange rate system. Although long-term depreciation of the real is generally linked to the rate of inflation in Brazil, depreciation of the real occurring over shorter periods of time has resulted in significant variations in the exchange rate between the real, the U.S. dollar and other currencies. In 2020, the real depreciated an additional 29% to R\$5.197 per US\$1.00 on December 31, 2020. In 2021, the real depreciated an additional 7% to R\$5.581 per US\$1.00 on December 31, 2021. The real/U.S. dollar exchange rate reported by the Central Bank was R\$ per US\$1.00 on December 31, 2022, which reflected a 6.5% appreciation of the real against the U.S. dollar during 2022 due primarily to the continued impact of the COVID-19 pandemic on the Brazilian economy. As of April 25, 2023, the real/U.S. dollar exchange rate reported by the Central Bank was R\$5.061 per US\$1.00, an appreciation of 3% of the real since December 31 2022. There can be no assurance that the real will not appreciate or further depreciate against the U.S. dollar or other currencies in the future.

A devaluation of the real relative to the U.S. dollar could create inflationary pressures in Brazil and cause the Brazilian government to, among other measures, increase interest rates. Any depreciation of the real may generally restrict access to the international capital markets. It would also reduce the U.S. dollar value of our results of operations. Restrictive macroeconomic policies could reduce the stability of the Brazilian economy and harm our results of operations and profitability. In addition, domestic and international reactions to restrictive economic policies could have a negative impact on the Brazilian economy. These policies and any reactions to them may harm us by curtailing access to foreign financial markets and prompting further government intervention. A devaluation of the real relative to the U.S. dollar may also, as in the context of the current economic slowdown, decrease consumer spending, increase deflationary pressures and reduce economic growth.

On the other hand, an appreciation of the real relative to the U.S. dollar and other foreign currencies may deteriorate the Brazilian foreign exchange current accounts. We, and certain of our suppliers, purchase services from countries outside Brazil, and thus changes in the value of the U.S. dollar compared to other currencies may affect the costs of services that we purchase from international suppliers. Depending on the circumstances, either devaluation or appreciation of the real relative to the U.S. dollar and other foreign currencies could restrict the growth of the Brazilian economy, as well as our business, results of operations and profitability.

Infrastructure and workforce deficiency in Brazil may impact economic growth and have a material adverse effect on us.

Our performance depends on the overall health and growth of the Brazilian economy. Brazilian GDP growth has fluctuated over the past few years, with growth of 1.1% in 2019, a contraction of 4.1% in 2020, a growth of 4.6% in 2021 and a growth of 2.9% in 2022. Growth is limited by inadequate infrastructure, including potential energy shortages and deficient transportation, logistics and telecommunication sectors, general strikes, the lack of a qualified labor force and the lack of private and public investments in these areas, which limit productivity and efficiency. Additionally, despite the business continuity and crisis management policies currently in place, travel restrictions or potential impacts on personnel due to the COVID-19 pandemic may continue to disrupt our business, our IFAs and the expansion of our client base and banking activities. Any of these factors could lead to labor market volatility and generally impact income, purchasing power and consumption levels, which could limit growth and ultimately have a material adverse effect on us.

Developments and the perceptions of risks in other countries, including other emerging markets, the United States and Europe, may harm the Brazilian economy and the price of our Class A common shares.

The market for securities offered by companies with significant operations in Brazil is influenced by political, economic and market conditions in Brazil and, to varying degrees, market conditions in other Latin American and emerging markets, as well as the United States, Europe and other countries. To the extent the conditions of the global markets or economy deteriorate, the business of companies with significant operations in Brazil may be harmed. The weakness in the global economy has been marked by, among other adverse factors, lower levels of consumer and corporate confidence, decreased business investment and consumer spending, increased unemployment, reduced income and asset values in many areas, reduction of China's growth rate, currency volatility and limited availability of credit and access to capital, in addition to significant uncertainty results from the current COVID-19 pandemic. Developments or economic conditions in other countries may significantly affect the availability of credit to companies with significant operations in Brazil and result in considerable outflows of funds from Brazil, decreasing the amount of foreign investments in Brazil.

Crises and political instability in other emerging market countries, the United States, Europe or other countries could decrease investor demand for securities offered by companies with significant operations in Brazil, such as our Class A common shares. Investor sentiment in one country may cause capital markets in other countries to fluctuate, affecting the value of our Class A common shares, even if indirectly. The economic, political and social instability in the United States, the trade war between the United States and China, crises in Europe and other countries and global tensions, as well as economic or political crises and social unrest in Latin America or other emerging markets, including as a result of the COVID-19 pandemic, can significantly affect the perception of the risks inherent in investment in Brazil.

On November 7, 2020, Joseph Biden won the presidential election in the United States and assumed office as the 46th President of the United States on January 20, 2021. The U.S. president has considerable influence, which may materially and adversely global economy and political stability. We cannot ensure that the Biden administration will adopt policies designed to promote macroeconomic stability and fiscal discipline, as well as domestic and foreign investment, which may materially and adversely impact the trading price of securities of Brazilian issuers, including our common shares. Growing economic uncertainty and news of a potentially recessive economy in the United States may also create uncertainty in the Brazilian economy. In addition, on June 2016, the United Kingdom held a referendum in which the majority voted for the United Kingdom to leave the European Union (so called "Brexit"), and the British government will continue to negotiate the terms of its withdrawal. Brexit officially occurred on January 31, 2020 and has created significant economic uncertainty in the United Kingdom and in Europe, the Middle East and Asia. The terms of Brexit have caused certain disruptions in the markets we serve and the tax jurisdictions in which we operate and have adversely changed tax benefits or liabilities in these or other jurisdictions, and which may cause us to lose investors, investment opportunities and employees. In addition, Brexit could continue to lead to legal uncertainty and potentially divergent national laws and regulations as the United Kingdom determines which EU laws to replace or replicate. These developments, as well as potential crises and other forms of political instability or any other as of yet unforeseen development, may harm our business and the price of our Class A common shares.

Recently, new presidential elections were held in Brazil, with a first round on October 2, 2022. A second round between candidates was necessary as none of the candidates obtained more than 50% of the valid votes. The second round was held on October 30, 2022, and the new president was elected with 50.90% of the votes. Since the results of the presidential election have been announced, certain groups formed by extreme supporters of the defeated candidate have been organizing public demonstrations and protests against the electronic ballot boxes and the existence of an alleged conspiracy against their candidate. Any potential threat to the democratic system or the ballots counting may result in deterioration of the political environment and, as a consequence, affect the confidence of investors and the general public.

The ongoing military conflict between Russia and Ukraine may have repercussions on the world's geopolitical and economic scenarios.

The ongoing military conflict between Russia and Ukraine has provoked strong reactions from the United States, the U.K., the EU and various other countries around the world, including from the members of the North Atlantic Treaty Organization, or "NATO." Following Russia's invasion of Ukraine beginning on February 24, 2022, the United States, the U.K., the EU and other countries announced broad economic sanctions against Russia, including financial measures such as freezing Russia's central bank assets limiting its ability to access its dollar reserves, the U.S., the EU and the U.K. have also banned people and businesses from dealings with the Russian central bank, its finance ministry and its wealth funds, selected Russian banks will also be removed from Swift messaging system, which enables the smooth transfer of money across borders. Other sanctions by the U.K. include major Russian banks from the U.K. financial system, stopping them from accessing sterling and clearing payments, preventing major Russian companies and the country from raising finances or borrowing money on the U.K. markets, and establishing limits on deposits Russians can make at U.K. banks. The U.S., the EU and the U.K. adopted personal measures, such as sanctions on individuals with close ties to Mr. Putin, and placed visa restrictions on several oligarchs, as well as their family members and close associates, and froze their assets.

While the precise effect of the ongoing armed conflict and these sanctions on the Russian and global economies remains uncertain, should tensions continue to increase, markets may face continued volatility as well as economic and security consequences including, but not limited to, supply shortages of different kinds, increases in prices of commodities, including piped gas, oil and agricultural goods, among others. Given that Russia and Ukraine are among the largest grain exporters in the world, impacts on financial markets, inflation, interest rates, unemployment and other matters could affect the global economy that is currently recovering from the effects of the COVID-19 pandemic. Particularly, these effects could result in increased inflation in Brazil and in measures by the Brazilian government to contain inflation, such as raising the basic interest rate (SELIC rate), which could materially impact the cost of debt and third-party capital for financing and investing activities across industries.

Other potential consequences include, but are not limited to, growth in the number of popular uprisings in the region, increased political discontent, especially in the regions most affected by the conflict or economic sanctions, an increase in cyberterrorism activities and attacks, exodus to regions close to the areas of conflict and an increase in the number of refugees fleeing across Europe, among other unforeseen social and humanitarian effects.

As of December 31, 2022, we did not have any relevant direct or indirect exposure to Russia, Belarus or Ukraine through our operations, employee base, investments suppliers or securities trading. However, such conflict may affect the global economy and its uncertainty may cause an increase of costs related to certain financial operations, such as hedge instruments, which may affect our financial results.

Such events could have an adverse effect on our business and financial performance, through increased worldwide inflation, increased costs of compliance, higher volatility in foreign currency exchange rates, and increases in provisions for expected credit losses for our clients that sell goods to Russia counterparties.

The COVID-19 pandemic has had, and is expected to continue to have, a negative impact on global, regional and national economies, and we would be materially adversely affected by a protracted economic downturn.

The COVID-19 pandemic has had, and is expected to continue to have, a negative impact on global, regional and national economies and to disrupt supply chains and otherwise continue to reduce international trade and business activity, and also result in an increase of unemployment rates in Brazil, which may decrease the flow of money into investments and increase withdrawal of funds from investment and other financial products, negatively impacting our business. Reflecting this, the COVID-19 pandemic caused levels of equity and other financial markets to decline sharply and to become more volatile since February 2020, and such effects may continue or worsen in the future, given the emergence of novel strains and variants across the world as well as continuing difficulties in the rollout of vaccination programs worldwide. This may in turn lead to changes in fair value of assets and liabilities that are recognized in our income statement. The economic slowdown and market downturn could also negatively impact specific portfolios through negative ratings migration and higher than expected losses, potentially leading clients to redirect investments away from us and to more traditional financial institutions, as well as reduced management fees from our asset management businesses, which are required to meet certain criteria to earn performance fees.

The market declines and volatility could negatively impact the value of such financial instruments causing us to incur losses as well as result in the postponement or cancellation of several public offerings and mergers and acquisitions, thereby reducing our issuer services advisory fees. The COVID-19 pandemic and its potential impact on the global economy may affect our ability to meet our financial targets. However, as new variants of the COVID-19 virus spread throughout the world, the long-term ramifications of the COVID-19 pandemic are highly uncertain, and it is hard to predict the duration of the pandemic and its effects on the global and Brazilian economies and on our business. In early 2022, Brazil faced a new peak of COVID cases with the Omicron variant, which significantly weighed on capital markets and client activity especially in January, impacting retail net inflows and revenue in the period.

Any further downgrading of Brazil's credit rating could reduce the trading price of our Class A common shares.

We may be harmed by investors' perceptions of risks related to Brazil's sovereign debt credit rating. Rating agencies regularly evaluate Brazil and its sovereign credit ratings, which are based on a number of factors including macroeconomic trends, fiscal and budgetary conditions, indebtedness metrics and the perspective of changes in any of these factors.

The rating agencies began to review Brazil's sovereign credit rating in September 2015. Subsequently, the three major rating agencies downgraded Brazil's investment-grade status:

- In 2015, Standard & Poor's initially downgraded Brazil's credit rating from BBB-negative to BB-positive and subsequently downgraded it again from BB-positive to BB, maintaining its negative outlook, citing a worse credit situation since the first downgrade. On January 11, 2018, Standard & Poor's further downgraded Brazil's credit rating from BB to BB-negative, and on December 11, 2019, the agency affirmed the rating at BB-negative and revised the outlook on Brazil to positive. On April 6, 2020, the rating was reaffirmed as BB-negative with stable outlook, reflecting uncertainties stemming from the COVID-19 pandemic. On June 14, 2022, Standard & Poor reaffirmed Brazil's BB- rating and stable outlook.
- In December 2015, Moody's placed Brazil's Baa3's issue and bond ratings under review for downgrade and subsequently downgraded the issue and bond ratings to below investment grade, at Ba2 with a negative outlook, citing the prospect of a further deterioration in Brazil's debt indicators, taking into account the low growth environment and the challenging political scenario. On April 9, 2018, Moody's revised the outlook to stable, reaffirming the Ba2 rating. On April 12, 2022, Moody's reaffirmed Brazil's Ba2 rating and stable outlook.
- Fitch downgraded Brazil's sovereign credit rating to BB-positive with a negative outlook, citing the rapid expansion of the country's budget deficit and the worse-than-expected recession. In February 2018, Fitch downgraded Brazil's sovereign credit rating again to BB-negative, citing, among other reasons, fiscal deficits, the increasing burden of public debt and an inability to implement reforms that would structurally improve Brazil's public finances. In July 2022, Fitch reaffirmed Brazil's credit rating as BB-, but revised the outlook from negative to stable due to better-than-expected evolution of public finances amid successive shocks in recent years. In December 2022, Fitch reaffirmed Brazil's BB- rating and stable outlook, but highlighted high uncertainties regarding the plans from the new government elected and its impacts over economic and fiscal challenges.

Brazil's sovereign credit rating is currently rated below investment grade by the three main credit rating agencies. Consequently, the prices of securities offered by companies with significant operations in Brazil have been negatively affected. A prolongation or worsening of the current Brazilian recession and continued political uncertainty, among other factors, could lead to further ratings downgrades. Any further downgrade of Brazil's sovereign credit ratings could heighten investors' perception of risk and, as a result, cause the trading price of our Class A common shares to decline.

Certain Risks Relating to Our Class A Common Shares

An active trading market for our common shares may not be sustainable. If an active trading market is not maintained, investors may not be able to resell their shares at or above offering price and our ability to raise capital in the future may be impaired.

Although our Class A common shares are listed and traded on Nasdaq, an active trading market for our shares may not be maintained. If an active market for our Class A common shares is not maintained, it may be difficult for you to sell shares you have purchased without depressing the market price for the shares or at all. An active trading market may also impair our ability to raise capital to acquire other companies or technologies by using our shares as consideration.

XP Control owns 91.7% of our outstanding Class B common shares, which represents approximately 66.8% of the voting power of our issued share capital, and, subject to the provisions of the Shareholders' Agreement, controls all matters requiring shareholder approval. This concentration of ownership and voting power limits your ability to influence corporate matters.

As of December 31, 2022, XP Control controlled our company and did not hold any of our Class A common shares, but beneficially owned 18.4% of our issued share capital through their beneficial ownership of an aggregate of 91.7% of our outstanding Class B common shares, and consequently, 66.8% of the combined voting power of our issued share capital. Our Class B common shares are entitled to 10 votes per share and our Class A common shares are entitled to one vote per share. Our Class B common shares are convertible into an equivalent number of Class A common shares. As a result, XP Control, subject to the provisions of the Shareholders' Agreement, controls the outcome of all decisions at our shareholders' meetings, and is able to elect a majority of the members of our board of directors. The decisions of XP Control on these matters may be contrary to your expectations or preferences, and it may take actions that could be contrary to your interests. XP Control is, subject to the provisions of the Shareholders' Agreement, able to prevent any other shareholders, including you, from blocking these actions.

So long as XP Control beneficially owns a sufficient number of Class B common shares, even if it beneficially owns significantly less than 50% of our outstanding share capital, it will be able to effectively control all decisions requiring shareholder approval.

We have granted the holders of our Class B common shares preemptive rights to acquire shares that we may sell in the future, which may impair our ability to raise funds.

Under our Memorandum and Articles of Association and the Shareholders' Agreement, the holders of our Class B common shares, XP Control and ITB Holding, are entitled to preemptive rights to purchase additional common shares in the event that there is an increase in our share capital and additional common shares are issued, upon the same economic terms and at the same price, in order to maintain their proportional ownership interests, which are approximately 18.4% and 10.0% of our outstanding shares, respectively. The exercise by holders of our Class B common shares of their preemptive rights may impair our ability to raise funds, or adversely affect the terms on which we are able to raise funds, as we may not be able to offer to new investors the quantity of our shares that they may desire to purchase. For more information, see "Item 10. Additional Information—B. Memorandum and Articles of Association—Preemptive or Similar Rights."

Class A common shares eligible for future sale may cause the market price of our Class A common shares to drop significantly.

The market price of our Class A common shares may decline as a result of sales of a large number of our Class A common shares in the market or the perception that these sales may occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

As of December 31, 2022, we had outstanding 447,801,661 Class A common shares and 112,717,094 Class B common shares. The Class A common shares sold in our public offering are freely tradable without restriction or further registration under the Securities Act by persons other than our affiliates within the meaning of Rule 144 of the Securities Act.

Our shareholders or entities controlled by them or their permitted transferees are able to sell their Class A common shares in the public market from time to time without registering them, subject to certain limitations on the timing, amount and method of those sales imposed by regulations promulgated by the SEC. If any of our shareholders, the affiliated entities controlled by them or their respective permitted transferees were to sell a large number of their Class A common shares, the market price of our Class A common shares may decline significantly. In addition, the perception in the public markets that sales by them might occur may also cause the trading price of our Class A common shares to decline.

Sales of substantial amounts of our Class A common shares in the public market, or the perception that these sales may occur, could cause the market price of our Class A common shares to decline. This could also impair our ability to raise additional capital through the sale of our equity securities. Under our Articles of Association, we are authorized to issue up to 3,500,000,000 shares, of which 560,518,755 common shares were outstanding as of December 31, 2022. We cannot predict the size of future issuances of our shares or the effect, if any, that future sales and issuances of shares would have on the market price of our Class A common shares.

Our Memorandum and Articles of Association and the Shareholders' Agreement contain antitakeover provisions that may discourage a third party from acquiring us and adversely affect the rights of holders of our Class A common shares.

Our Memorandum and Articles of Association, and the Shareholders' Agreement contain, certain provisions that could limit the ability of others to acquire our control including a provision that grants authority to our board of directors to establish and issue from time to time one or more series of preferred shares and to determine, with respect to any series of preferred shares, the terms and rights of that series. These provisions could have the effect of depriving our shareholders of the opportunity to sell their shares at a premium over the prevailing market price by discouraging third parties from seeking to obtain our control in a tender offer or similar transactions.

If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research, about our business, the price of our Class A common shares and our trading volume could decline.

The trading market for our Class A common shares depends in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who cover us downgrade our Class A common shares or publish inaccurate or unfavorable research about our business, the price of our Class A common shares would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, demand for our Class A common shares could decrease, which might cause the price of our Class A common shares and trading volume to decline.

We may not pay any cash dividends in the foreseeable future.

The declaration, payment and amount of any future dividends will be made at the discretion of our board of directors and will depend upon, among other things, the results of operations, cash flows and financial condition, operating and capital requirements, and other factors as our board of directors considers relevant. In addition, our holding company structure makes us dependent on the operations of our subsidiaries. See "—Certain Risks Relating to Our Business and Industry—Our holding company structure makes us dependent on the operations of our subsidiaries." There is no assurance that future dividends will be paid, and if dividends are paid, there is no assurance with respect to the amount of any such dividend. See "Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividends and Dividend Policy" and "Item 10. Additional Information—B. Memorandum and Articles of Association—Dividends and Capitalization of Profits."

Our dual class capital structure means our shares are not included in certain indices. We cannot predict the impact this may have on the trading price of our Class A common shares.

In 2017, FTSE Russell, S&P Dow Jones and MSCI announced changes to their eligibility criteria for inclusion of shares of public companies on certain indices to exclude companies with multiple classes of shares of common stock, such as ours, from being added to such indices. FTSE Russell announced plans to require new constituents of its indices to have at least 5% of their voting rights in the hands of public stockholders, whereas S&P Dow Jones announced that companies with multiple share classes, such as ours, will not be eligible for inclusion in the S&P 500, S&P MidCap 400 and S&P SmallCap 600, which together make up the S&P Composite 1500. MSCI also opened public consultations on their treatment of no-vote and multi-class structures and temporarily barred new multi-class listings from its ACWI Investable Market Index and U.S. Investable Market 2500 Index. However, in October 2018, MSCI announced its decision to include equity securities "with unequal voting structures" in its indices and to launch a new index that specifically includes voting rights in its eligibility criteria. We cannot assure you that other stock indices will not take a similar approach to FTSE Russell, S&P Dow Jones and MSCI in the future. Under the announced policies, our dual class capital structure is not eligible for inclusion in any of these indices and, as a result, mutual funds, exchange-traded funds and other investment vehicles that attempt to passively track these indices will not invest in our stock. It continues to be somewhat unclear what effect, if any, these policies will have on the valuations of publicly traded companies excluded from the indices, but in certain situations they may depress these valuations compared to those of other similar companies that are included. Exclusion from indices could make our Class A common shares less attractive to investors and, as a result, the market price of our Class A common shares could be adversely affected.

The dual class structure of our common shares has the effect of concentrating voting control with XP Control, our controlling shareholder; this will limit or preclude your ability to influence corporate matters.

Each Class A common share entitles its holder to one vote per share and each Class B common share entitles its holder to 10 votes per share, so long as the total number of votes of the issued and outstanding Class B common shares represents at least 10% of the voting share rights of the Company. As of December 31, 2022, the beneficial owners of our Class B common shares consisted of XP Control and ITB Holding, with XP Control holding an aggregate of 91.7% of the Class B common shares. Due to the ten-to-one voting ratio between our Class B and Class A common shares, our controlling shareholder, XP Control, controls a majority of the combined voting power of our common shares and therefore is able to, subject to the provisions of the Shareholders' Agreement, elect a majority of the members of our board of directors, so long as the total number of the issued and outstanding Class B common shares is at least 10% of the voting share rights of the Company.

In addition, our Memorandum and Articles of Association provide that at any time when there are Class A common shares in issue, additional Class B common shares may only be issued pursuant to (1) a share split, subdivision of shares or similar transaction or where a dividend or other distribution is paid by the issue of shares or rights to acquire shares or following capitalization of profits; (2) a merger, consolidation, or other business combination involving the issuance of Class B common shares as full or partial consideration; or (3) an issuance of Class A common shares, whereby holders of the Class B common shares are entitled to purchase a number of Class B common shares that would allow them to maintain their proportional ownership and voting interests in XP (following an offer by us to each holder of Class B common shares to issue to such holder, upon the same economic terms and at the same price, such number of Class B common shares as would ensure such holder may maintain a proportional ownership and voting interest in XP pursuant to our Memorandum and Articles of Association).

In light of the above provisions relating to the issuance of additional Class B common shares, as well as the ten-to-one voting ratio of our Class B common shares and Class A common shares, holders of our Class B common shares in many situations maintain control of all matters requiring shareholder approval. This concentrated control limits or precludes your ability to influence corporate matters for the foreseeable future. For a description of our dual class structure, see "Item 10. Additional Information—B. Memorandum and Articles of Association—Voting Rights."

We are a Cayman Islands exempted company with limited liability. The rights of our shareholders, including with respect to fiduciary duties and corporate opportunities, may be different from the rights of shareholders governed by the laws of U.S. jurisdictions.

We are a Cayman Islands exempted company with limited liability. Our corporate affairs are governed by our Memorandum and Articles of Association and by the laws of the Cayman Islands. The rights of shareholders and the responsibilities of members of our board of directors may be different from the rights of shareholders and responsibilities of directors in companies governed by the laws of U.S. jurisdictions. In particular, as a matter of Cayman Islands law, directors of a Cayman Islands company owe fiduciary duties to the company and separately a duty of care, diligence and skill to the company. Under Cayman Islands law, directors and officers owe the following fiduciary duties: (1) duty to act in good faith in what the director or officer believes to be in the best interests of the company as a whole; (2) duty to exercise powers for the purposes for which those powers were conferred and not for a collateral purpose; (3) directors should not improperly fetter the exercise of future discretion; (4) duty to exercise powers fairly as between different sections of shareholders; (5) duty to exercise independent judgment; and (6) duty not to put themselves in a position in which there is a conflict between their duty to the company and their personal interests. Our Memorandum and Articles of Association have varied this last obligation by providing that a director must disclose the nature and extent of his or her interest in any contract or arrangement, and following such disclosure and subject to any separate requirement under applicable law or the listing rules of the Nasdaq, and unless disqualified by the chairman of the relevant meeting, such director may vote in respect of any transaction or arrangement in which he or she is interested and may be counted in the quorum at the meeting. Conversely, under Delaware corporate law, a director has a fiduciary duty to the corporation and its stockholders (made up of two components) and the director's duties prohibits self-dealing by a director and mandates that the best interest of the corporation and its shareholders take precedence over any interest possessed by a director, officer or controlling shareholder and not shared by the shareholders generally. See "Item 10. Additional Information—B. Memorandum and Articles of Association—Principal Differences Between Cayman Islands and U.S. Corporate Law."

We may need to raise additional capital in the future by issuing securities or may enter into corporate transactions with an effect similar to a merger, which may dilute your interest in our share capital and affect the trading price of our Class A common shares.

We may need to raise additional funds to grow our business and implement our growth strategy through public or private issuances of common shares or securities convertible into, or exchangeable for, our common shares, which may dilute your interest in our share capital or result in a decrease in the market price of our common shares. In addition, we may also enter into mergers or other similar transactions in the future, which may dilute your interest in our share capital or result in a decrease in the market price of our Class A common shares. Any fundraising through the issuance of shares or securities convertible into or exchangeable for shares, or the participation in corporate transactions with an effect similar to a merger, may dilute your interest in our issued share capital or result in a decrease in the market price of our Class A common shares.

As a foreign private issuer, we have different disclosure and other requirements than U.S. domestic registrants.

As a foreign private issuer, we are subject to different disclosure and other requirements than domestic U.S. registrants. For example, as a foreign private issuer, in the United States, we are not subject to the same disclosure requirements as a domestic U.S. registrant under the Exchange Act, including the requirements to prepare and issue quarterly reports on Form 10-Q or to file current reports on Form 8-K upon the occurrence of specified significant events, the proxy rules applicable to domestic U.S. registrants under Section 14 of the Exchange Act or the insider reporting and short-swing profit rules applicable to domestic U.S. registrants under Section 16 of the Exchange Act. In addition, we rely on exemptions from certain U.S. rules which permit us to follow Cayman Islands legal requirements rather than certain of the requirements that are applicable to U.S. domestic registrants.

We follow Cayman Islands laws and regulations that are applicable to Cayman Islands companies. However, Cayman Islands laws and regulations applicable to Cayman Islands companies do not contain any provisions comparable to the U.S. proxy rules, the U.S. rules relating to the filing of reports on Form 10-Q or 8-K or the U.S. rules relating to liability for insiders who profit from trades made in a short period of time, as referred to above.

Furthermore, foreign private issuers are required to file their annual report on Form 20-F within 120 days after the end of each fiscal year, while U.S. domestic issuers that are large accelerated filers are required to file their annual report on Form 10-K within 60 days after the end of each fiscal year. Foreign private issuers are also exempt from Regulation Fair Disclosure, aimed at preventing issuers from making selective disclosures of material information, although we are subject to Cayman Islands laws and regulations having, in some respects, a similar effect as Regulation Fair Disclosure. As a result of the above, even though we are required to file reports on Form 6-K disclosing the limited information which we have made or are required to make public pursuant to Cayman Islands law, or are required to distribute to shareholders generally, and that is material to us, you may not receive information of the same type or amount that is required to be disclosed to shareholders of a U.S. company.

We are a "controlled company" within the meaning of the rules of the Nasdaq corporate governance rules and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements. You will not have the same protections afforded to shareholders of companies that are subject to such requirements.

XP Control beneficially owns an aggregate of 91.7% of our Class B common shares, representing 66.8% of the voting power of our outstanding share capital. As a result we are a "controlled company" within the meaning of the corporate governance standards of the Nasdaq corporate governance rules. Under these rules, a company of which more than 50% of the voting power in the election of directors is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain corporate governance requirements. For example, controlled companies:

- are not required to have a board that is composed of a majority of "independent directors," as defined under the rules of such exchange;
- are not required to have a compensation committee that is composed entirely of independent directors; and
- are not required to have a nominating and corporate governance committee that is composed entirely of independent directors.

We currently rely on these exemptions. As a result, the majority of the directors on our board are not independent. In addition, just one of our board committees consists entirely of independent directors. Accordingly, you will not have the same protections afforded to shareholders of companies that are subject to all of the corporate governance requirements of Nasdaq.

As a foreign private issuer, we rely on exemptions from certain Nasdaq corporate governance standards applicable to U.S. issuers, including the requirement that a majority of an issuer's directors consist of independent directors. This may afford less protection to holders of our Class A common shares.

Section 5605 of the Nasdaq equity rules requires listed companies to have, among other things, a majority of their board members be independent, and to have independent director oversight of executive compensation, nomination of directors and corporate governance matters. As a foreign private issuer, however, we are permitted to follow, and we do follow home country practice in lieu of the above requirements. See "Item 10. Additional Information—B. Memorandum and Articles of Association—Principal Differences between Cayman Islands and U.S. Corporate Law."

We may lose our foreign private issuer status, which would then require us to comply with the Exchange Act's domestic reporting regime and cause us to incur significant legal, accounting and other expenses.

In order to maintain our current status as a foreign private issuer, either (1) more than 50% of our Class A common shares must be either directly or indirectly owned of record by nonresidents of the United States or (2)(a) a majority of our executive officers or directors may not be U.S. citizens or residents; (b) more than 50% of our assets cannot be located in the United States; and (c) our business must be administered principally outside the United States. If we lose this status, we would be required to comply with the Exchange Act reporting and other requirements applicable to U.S. domestic issuers, which are more detailed and extensive than the requirements for foreign private issuers. We may also be required to make changes in our corporate governance practices in accordance with various SEC and Nasdaq rules. The regulatory and compliance costs to us under U.S. securities laws if we are required to comply with the reporting requirements applicable to a U.S. domestic issuer may be significantly higher than the costs we will incur as a foreign private issuer.

Our shareholders may face difficulties in protecting their interests because we are a Cayman Islands exempted company.

Our corporate affairs are governed by our Memorandum and Articles of Association, by the Companies Act (As Revised) of the Cayman Islands, or the "Companies Act" and the common law of the Cayman Islands. The rights of shareholders to take action against our directors, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as that from English common law, which has persuasive, not binding, authority on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the Cayman Islands has a less exhaustive body of securities laws than the United States. In addition, some U.S. states, such as Delaware, have more fulsome and judicially interpreted bodies of corporate law than the Cayman Islands.

While Cayman Islands law allows a dissenting shareholder to express the shareholder's view that a court-sanctioned reorganization of a Cayman Islands company would not provide fair value for the shareholder's shares, Cayman Islands statutory law does not specifically provide for shareholder appraisal rights in connection with a court sanctioned reorganization (by way of a scheme of arrangement). This may make it more difficult for you to assess the value of any consideration you may receive in a merger or consolidation (by way of a scheme of arrangement) or to require that the acquirer gives you additional consideration if you believe the consideration offered is insufficient. However, Cayman Islands statutory law provides a mechanism for a dissenting shareholder in a merger or consolidation to apply to the Grand Court of the Cayman Islands for a determination of the fair value of the dissenter's shares if it is not possible for the company and the dissenter to agree on a fair price within the time limits prescribed.

Shareholders of Cayman Islands exempted companies (such as us) have no general rights under Cayman Islands law to inspect corporate records and accounts or to obtain copies of lists of shareholders. Our directors have discretion under our Memorandum and Articles of Association to determine whether or not, and under what conditions, our corporate records may be inspected by our shareholders, but are not obliged to make them available to our shareholders. This may make it more difficult for you to obtain information needed to establish any facts necessary for a shareholder motion or to solicit proxies from other shareholders in connection with a proxy contest.

Subject to limited exceptions, under Cayman Islands law, a minority shareholder may not bring a derivative action against the board of directors. Class actions are not recognized in the Cayman Islands, but groups of shareholders with identical interests may bring representative proceedings, which are similar.

United States civil liabilities and certain judgments obtained against us by our shareholders may not be enforceable.

We are a Cayman Islands exempted company and substantially all of our assets are located outside of the United States. In addition, the majority of our directors and officers are nationals and residents of countries other than the United States. A substantial portion of the assets of these persons is located outside of the United States. As a result, it may be difficult to effect service of process within the United States upon these persons. It may also be difficult to enforce in U.S. courts judgments obtained in U.S. courts based on the civil liability provisions of the U.S. federal securities laws against us and our officers and directors who are not resident in the United States and the substantial majority of whose assets that are located outside of the United States.

Further, it is unclear if original actions predicated on civil liabilities based solely upon U.S. federal securities laws are enforceable in courts outside the United States, including in the Cayman Islands and Brazil. Courts of the Cayman Islands may not, in an original action in the Cayman Islands, recognize or enforce judgments of U.S. court predicated upon the civil liability provisions of the securities laws of the United States or any state of the United States on the grounds that such provisions are penal in nature. Although there is no statutory enforcement in the Cayman Islands of judgments obtained in the United States, courts of the Cayman Islands will recognize and enforce a foreign judgment of a court of competent jurisdiction if such judgment is final, for a liquidated sum, provided it is not in respect of taxes or a fine or penalty, is not inconsistent with a Cayman Islands judgment in respect of the same matters and was not obtained in a manner which is contrary to the public policy of the Cayman Islands. In addition, a Cayman Islands court may stay proceedings if concurrent proceedings are being brought elsewhere.

Judgments of Brazilian courts to enforce our obligations with respect to our Class A common shares may be payable only in reais.

Most of our assets are located in Brazil. If proceedings are brought in the courts of Brazil seeking to enforce our obligations in respect of our Class A common shares, we may not be required to discharge our obligations in a currency other than the real. Under Brazilian exchange control laws, an obligation in Brazil to pay amounts denominated in a currency other than the real may only be satisfied in Brazilian currency at the exchange rate, typically as determined by the Central Bank, in effect on the date the judgment is obtained, and such amounts are then typically adjusted to reflect exchange rate variations and monetary restatements through the effective payment date. The then-prevailing exchange rate may not afford non-Brazilian investors with full compensation for any claim arising out of or related to our obligations under the Class A common shares.

Our Class A common shares may not be a suitable investment for all investors, as investment in our Class A common shares presents risks and the possibility of financial losses.

The investment in our Class A common shares is subject to risks. Investors who wish to invest in our Class A common shares are thus subject to asset losses, including loss of the entire value of their investment, as well as other risks, including those related to our Class A common shares, us, the sector in which we operate, our shareholders and the general macroeconomic environment in Brazil, among other risks.

Each potential investor in our Class A common shares must therefore determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of our Class A common shares, the merits and risks of investing in our Class A common shares and the information contained in this annual report;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in our Class A common shares and the impact our Class A common shares will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in our Class A common shares;
- understand thoroughly the terms of our Class A common shares and be familiar with the behavior of any relevant indices and financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

There can be no assurance that we will not be a passive foreign investment company for any taxable year, which could subject United States investors in our Class A common shares to significant adverse U.S. federal income tax consequences.

Under the Internal Revenue Code of 1986, as amended, or the "Code," we will be a passive foreign investment company, or "PFIC," for any taxable year in which, after the application of certain look-through rules with respect to subsidiaries, either (1) 75% or more of our gross income consists of "passive income;" or (2) 50% or more of the average quarterly value of our assets consists of assets that produce, or are held for the production of, "passive income." Passive income generally includes dividends, interest, certain non-active rents and royalties, and capital gains. Based on our operations, income, assets and certain estimates and projections, including as to the relative values of our assets, including goodwill, which is based on the market price of our Class A common shares, we do not believe we were a PFIC for our 2022 taxable year. However, there can be no assurance that the Internal Revenue Service, or the "IRS" will agree with our conclusion. In addition, whether we will be a PFIC in 2023 or in any future year is uncertain because, among other things, our PFIC status for any taxable year will depend on the composition of our income and assets and the value of our assets from time to time (which may be determined, in part, by reference to the market price of our Class A common shares, which could be volatile). Accordingly, there can be no assurance that we will not be a PFIC for any taxable year.

If we are a PFIC for any taxable year during which a U.S. investor holds Class A common shares, we generally would continue to be treated as a PFIC with respect to that U.S. investor for all succeeding years during which the U.S. investor holds Class A common shares, even if we ceased to meet the threshold requirements for PFIC status. Such a U.S. investor may be subject to adverse U.S. federal income tax consequences, including (1) the treatment of all or a portion of any gain on disposition as ordinary income; (2) the application of a deferred interest charge on such gain and the receipt of certain dividends; and (3) compliance with certain reporting requirements. A "mark-to-market" election may be available that will alter the consequences of PFIC status if our Class A common shares are regularly traded on a qualified exchange. For further discussion see "Item 10. Additional Information—E. Taxation—U.S. Federal Income Tax Considerations."

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

We are a Cayman Islands exempted company incorporated with limited liability on August 29, 2019 for purposes of effectuating our initial public offering. At the time of our incorporation, XP Controle (the predecessor-in-interest to XP Control), Itaú Unibanco (the predecessor-in-interest to ITB Holding and Itaú Unibanco Holding), G.A. Bra IV Fundo de Investimento em Participações (the predecessor-in-interest to GA Bermuda) and DYNA III held 2,036,988,542 shares (prior to giving effect to the Share Split) of our Class A common shares, our Brazilian principal nonoperating holding company.

On November 29, 2019, XP Controle, ITB Holding, GA Bermuda and DYNA III contributed all of their shares in XP Brazil to us. In return for this contribution, we issued 1,018,494,271 Class B common shares to XP Controle, new Class A common shares and Class B common shares to ITB Holding, new Class A common shares and Class B common shares to GA Bermuda, and new Class A common shares to DYNA III in a one-to-one exchange for the shares of XP Brazil contributed to us, or the "Share Contribution." In addition to the Share Contribution, we implemented a four-to-one reverse share split (or consolidation), effective as of November 30, 2019, or the "Share Split."

On December 10, 2019, the registration statement on Form F-1 (File No 333-234719) relating to our initial public offering of our Class A common shares was declared effective by the SEC. On December 10, 2019, we commenced our initial public offering. On December 13, 2019 we closed our initial public offering, pursuant to which we issued and sold 42,553,192 Class A common shares and certain selling shareholders sold an additional 40,834,045 Class A common shares for an aggregate amount of 83,387,237 Class A common shares for an aggregate price of US\$2,251,455,399 (R\$9,044 million). We did not receive any proceeds from the sale of Class A common shares by the selling shareholders. We did not receive any proceeds from the sale of the Class A common shares by the selling shareholders.

On July 1, 2020, we closed a public offering of 22,465,733 Class A common shares offered by GA Bermuda and XP Controle, as selling shareholders, at a public offering price of US\$42.50 per share, including the full exercise of the underwriters' option to purchase an additional 2,930,313 Class A common shares from the selling shareholders.

On December 7, 2020, we closed a public offering of 31,654,894 Class A common shares, 7,130,435 of which were issued and sold by us and 24,524,459 of which were sold by ITB Holding at a public offering price of US\$39.00 per share, including the full exercise of the underwriters' option to purchase an additional 4,135,122 Class A common shares from ITB Holding. We did not receive any proceeds from the sale of the Class A common shares by the selling shareholders.

On November 26, 2020, Itaú Unibanco Holding issued a material fact announcement and on November 27, 2020 furnished a corresponding Form 6-K to the SEC stating that its board of directors had approved the segregation of its investment in us from the Itaú Unibanco Holding conglomerate, including by transferring, through spin-off transactions, certain of its shares (representing 41.05% of our share capital as of September 30, 2020) to XPart. XPart was incorporated on May 31, 2021 as a result of the segregation of Itaú Unibanco Holding's investment in us. The proposed segregation was approved by Itaú Unibanco Holding shareholders on January 31, 2021 and by the U.S. Federal Reserve System, and became effective on May 31, 2021. On February 1, 2021 and May 28, 2021, we announced our intention to carry out the merger of XPart, which was intended to enhance our corporate governance and capital structure at shareholders' level. On August 24, 2021, our registration statement on Form F-4 (File No. 333-257304) was declared effective by the SEC for a public offering of our Class A common shares in connection with the merger. On October 1, 2021, we consummated the merger of XPart with and into us, pursuant to which XPart ceased to exist. In connection with the merger, XPart shareholders, including IUPAR and Itaúsa, received 225,796,528 Class A common shares issued by us, including in the form of BDRs, in the case of Brazilian or non-Brazilian residents. Our BDRs started trading at the B3 on October 4, 2021 and the symbol "XPBR31."

On December 10, 2021, IUPAR concluded a corporate reorganization within its partial spin-off resulting in the transfer of (1) 39,386,461 Class A common shares to its shareholder Itaúsa; (2) 9,906,362 Class A common shares to São Carlos Investimentos Ltda.; and (3) 9,906,362 Class A common shares to São Marcos Investimentos Ltda holdings held by João Moreira Salles and Walther Moreira Salles Junior, respectively.

On December 14, 2021, XP Controle went through a corporate reorganization resulting in the transfer of 108,631,284 Class B common shares to XP Control, so that XP Controle retained only 12,730,020 Class B common shares acquired before our initial public offering in connection with our corporate reorganization on November 29, 2019, which were subject to ITB Holding's 2022 acquisition. The indirect holders of such common shares and our indirect controlling shareholders did not change as a result of such XP Controle corporate reorganization, since XP Control is under same control as XP Controle.

On April 29, 2022, ITB Holding acquired 3,388,652 Class A common shares and 9,341,368 Class B common shares from XP Controle. Such acquisition was made pursuant to certain rights of ITB Holding to acquire shares from XP Controle, as set forth in the Itaú Transaction agreements entered into on May 11, 2017.

On June 8, 2022, we purchased 1,056,308 outstanding Class B common shares from Itaú Unibanco S.A.

On November 10, 2022, we purchased 5,500,000 outstanding Class A Common shares from Itaúsa S.A.

Our group is currently composed of 42 entities, including XP Inc. and our 41 subsidiaries, 38 of which are controlled by us, 32 of which are incorporated in Brazil and eight of which are incorporated in other countries. Please read the information in the section entitled "Item 4. Information on the Company—C. Organizational Structure" for a more thorough description of the operations of our subsidiaries.

As of December 31, 2022, we had a total of 560,518,755 common shares issued and outstanding, 112,717,094 of these shares are Class B common shares beneficially owned by XP Control and ITB Holding, and 447,801,661 of these shares are Class A common shares beneficially owned by Itaúsa, GA Bermuda, São Carlos Investimentos Ltda., São Marcos Investimentos Ltda. and by other investors.

Material Operating Subsidiaries

XP Investimentos Corretora de Câmbio, Títulos e Valores Mobiliários S.A., or "XP CCTVM"

XP CCTVM is a Brazilian broker-dealer entity and the core entity of the group, with the highest concentration of the group's employees. All retail clients of XP Investimentos (including XP Direct and through our IFA network), Clear and Rico brands onboard and access all the products in our investment platform through XP CCTVM. In addition, it provides brokerage and issuer services to institutional and corporate clients. XP CCTVM had assets of R\$54,635 million (representing 53.5% of our combined assets) as of December 31, 2020, R\$61,587 million (representing 44.2% of our combined assets) as of December 31, 2021, and R\$79,269 million (representing 41.3% of our combined assets) as of December 31, 2022. XP CCTVM recorded total revenue and income of R\$5,286 million during 2020 (representing 65.5% of our consolidated total revenue and income), R\$6,905 million during 2021 (representing 57.2% of our consolidated total revenue and income) and R\$6,642 million during 2022 (representing 49.8% of our consolidated total revenue and income).

XP Gestão de Recursos Ltda., or "XP Gestão"

XP Gestão, founded in 2005, was the first asset management firm within the group. It manages mutual funds focused on stocks and macro strategies, which are distributed to our retail clients via XP CCTVM and to institutional clients. XP Gestão had assets of R\$86 million (representing 0.08% of our combined assets) as of December 31, 2020, R\$79.6 million (representing 0.1% of our combined assets) as of December 31, 2021 and R\$106 million (representing 0.1% of our combined assets) as of December 31, 2022. XP Gestão recorded total revenue and income of R\$122 million during 2020 (representing 1.5% of our consolidated total revenue and income), R\$71.4 million during 2021 (representing 0.6% of our consolidated total revenue and income) and R\$99 million during 2022 (representing 0.7% of our consolidated total revenue and income).

XP Advisory Gestão de Recursos Ltda., or "XP Advisory"

XP Advisory is a Brazilian asset management firm focused on single client mandates, including managing exclusive funds and managed portfolios for our high-net-worth retail clients via XP CCTVM and managing proprietary treasury funds that constitute part of our Adjusted Gross Financial Assets. XP Advisory had assets of R\$36 million (representing 0.04% of our combined assets) as of December 31, 2020, R\$35 million (representing 0.03% of our combined assets) as of December 31, 2021 and R\$45 million (representing 0.02% of our combined assets) as of December 31, 2022. XP Advisory recorded total revenue and income of R\$62 million during 2020 (representing 0.8% of our consolidated total revenue and income), R\$66 million during 2021 (representing 0.5% of our consolidated total revenue and income) and R\$59 million during 2022 (representing 0.4% of our consolidated total revenue and income).

XP Vista Asset Management Ltda., or "XP Vista"

XP Vista, acquired in 2018, is a Brazilian asset management firm focused on managing passive mutual funds that track market indexes, and mutual and investment funds focused on fixed income, credit, real estate, infrastructure and other alternative strategies, which are distributed to our retail clients (via XP CCTVM) and institutional clients. XP Vista had assets of R\$87 million (representing 0.1% of our combined assets) as of December 31, 2020, R\$131 million (representing 0.1% of our combined assets) as of December 31, 2021 and R\$239 million (representing 0.1% of our combined assets) as of December 31, 2022. XP Vista recorded total revenue and income of R\$147 million during 2020 (representing 1.8% of our consolidated total revenue and income), R\$195 million during 2021 (representing 1.6% of our consolidated total revenue and income) and R\$226 million during 2022 (representing 1.7% of our consolidated total revenue and income).

XP Corretora de Seguros Ltda., or "XP Seguros"

XP Seguros, founded in 2008, is a Brazilian insurance broker focused on providing retirement plans, both from our insurance company and from third-party insurance companies, and life insurance products from third-party insurance companies. XP Seguros provides such products to our retail clients through our platform. XP Seguros has assets of R\$92 million (representing 0.09% of our combined assets) as of December 31, 2020, R\$109 million (representing 0.1% of our combined assets) as of December 31, 2021 and R\$163 million (representing 0.1% of our combined assets) as of December 31, 2022. XP Seguros recorded total revenue and income of R\$125 million during 2020 (representing 1.5% of our consolidated total revenue and income), R\$105 million during 2021 (representing 0.9% of our consolidated total revenue and income) and R\$50 million during 2022 (representing 0.4% of our consolidated total revenue and income).

XP Investments US, LLC, or "XP Investments"

XP Investments, founded in 2010, is a broker-dealer registered with the SEC and FINRA, as well as an interdealer broker member with the NFA. With offices in New York and Miami, its key businesses include providing securities brokerage services for institutional and retail investors (most of which are Brazilian) and interdealer brokerage services for institutional traders. XP Investments had assets of R\$617 million (representing 0.6% of our combined assets) as of December 31, 2020, R\$742 million (representing 0.5% of our combined assets) as of December 31, 2021, and R\$717 million (representing 0.4% of our combined assets) as of December 31, 2022. XP Investments recorded total revenue and income of R\$379 million during 2020 (representing 4.7% of our consolidated total revenue and income), R\$401 million during 2021 (representing 3.3% of our consolidated total revenue and income) and R\$453 million during 2022 (representing 3.4% of our consolidated total revenue and income).

XPE Infomoney Educação Assessoria Empresarial e Participações Ltda., or "XP Educação"

XP Educação, founded in 2003, focuses on our digital content services, including developing and selling financial education courses and events online and in person to retail clients. XP Educação had assets of R\$65 million (representing 0.06% of our combined assets) as of December 31, 2020, R\$88 million (representing 0.1% of our combined assets) as of December 31, 2021 and R\$67 million (representing 0.03% of our combined assets) as of December 31, 2022. XP Educação recorded total revenue and income of R\$93 million during 2020 (representing 1.2% of our consolidated total revenue and income), R\$45 million during 2021 (representing 0.4% of our consolidated total revenue and income) and R\$11 million during 2022 (representing 0.1% of our consolidated total revenue and income).

XP Vida e Previdência S.A., or "XP VP"

XP VP was founded in 2017 as a life insurance and retirement plans provider in Brazil. On September 5, 2018, the Superintendence of Private Insurance (Superintendência de Seguros Privados), or "SUSEP," granted it the authorization to operate as an insurance company in Brazil, and it became operational in April 2019. XP VP had assets of R\$13,491 million (representing 13.2% of our combined assets) as of December 31, 2020, R\$32,098 million (representing 23% of our combined assets) as of December 31, 2021 and R\$46,107 million (representing 24% of our combined assets) as of December 31, 2022. XP VP recorded total revenue and income of R\$23 million during 2020 (representing 0.3% of our consolidated total revenue and income), R\$78 million (representing 0.6% of our consolidated total revenue and income) during 2021 and R\$217 million during 2022 (representing 1.6% of our consolidated total revenue and income).

Banco XP S.A.

Banco XP was founded in 2019 as a financial institution in Brazil. On October 11, 2019, the Central Bank authorized Banco XP to operate as a multipurpose bank, with both commercial and investment banking activities, as well as to carry out transactions in the foreign exchange market. Banco XP had assets of R\$12,715 million (representing 12.4% of our combined assets) as of December 31, 2020 and R\$51,758 million (representing 37.1% of our combined assets) as of December 31, 2021, R\$79,352 million (representing 41.3% of our combined assets) as of December 31, 2022. Banco XP recorded total revenue and income of R\$18 million during 2020 (representing 0.2% of our consolidated total revenue and income), R\$178 million during 2021 (representing 1.5% of our consolidated total revenue and income) and R\$234 million during 2022 (representing 1.8% of our consolidated total revenue and income).

Acquisitions and New Lines of Business***Modal S.A. Merger with Banco XP S.A.***

On January 6, 2022, we entered into a binding agreement to merge Banco Modal S.A., or "Modal," with Banco XP through certain corporate acts pursuant to which Banco XP intends to deliver 19.5 million newly issued XP Inc. Class A common shares in the form of XP BDRs to shareholders of Modal.

The Merger is still subject to the satisfaction and/or waiver of certain conditions, including among others all of the required regulatory approvals by the Central Bank and other customary closing conditions.

In case Modal fails to obtain the necessary approvals to implement such reorganization, Banco XP expects to acquire 55.7% of Modal's share capital from its controlling shareholder in a stock for stock transaction and intends to grant the right to all the minority shareholders of Modal to sell their equity stake for the same consideration.

XP and Banco Modal, which together still account for a small market share, intend to accelerate the ongoing disruption process of the Brazilian financial industry, which has great potential for growth despite few dominant players. Given the complementary value proposition of XP's and Banco Modal's ecosystems and several value creation levers (such as relevant and numerous revenue synergies, as well as data usage), the combination is expected to deliver solid and sustainable value to the shareholders of both companies. The acquisition of Modal is subject to certain conditions precedent usual in this type of transaction. We understand this acquisition is not material because the significance threshold was not met under Rule 1-02 of Regulation S-X.

Suno

On January 3, 2022, we announced the execution of an agreement for the acquisition of a strategic minority stake in Grupo Suno, including the Suno Research and Suno Asset units, among other financial content, data and analysis units, or collectively, "Suno." We expect to expand the access to content pertaining to the financial markets for millions of people, and leverage Suno's development through the XP ecosystem, particularly through the accelerated growth of Suno Asset. The governance established between the two companies is designed to ensure complete independence to Suno in its business. We closed the transaction on April 26, 2022.

Habitat Capital Partners

On February 25, 2022, we entered into a binding agreement to acquire 100% of the total capital of Habitat Capital Partners Asset Management, a manager focused on real estate funds. The company was created with a focus on real estate operations outside the major Brazilian centers and with a strategy of monitoring the entire process in-house, from securitization to control of collection processes. We closed the transaction in May 2022.

BTR Benefícios e Seguros or "BTR"

On August 15, 2022, our subsidiary, XP Corretora de Seguros, exercised its call option over the equity of BTR, acquiring 100% of the total share capital of BTR. This acquisition allows XP to further strengthen its operations on the health and benefits front, with a focus on corporate customers. The management of health plans today is a priority topic on the corporate market agenda as it represents, in Brazil, one of the largest costs to most companies. We closed the transaction on October 3, 2022.

XP Distribuidora de Títulos e Valores Mobiliários

On March 28, 2022, we received authorization from the Central Bank to operate a new broker-dealer in Brazil through a new subsidiary, XP Distribuidora de Títulos e Valores Mobiliários Ltda. The business plan behind this authorization is to separate our fiduciary services businesses (i.e., the management of investment funds and clubs), which are currently provided via XP CCTVM, to a standalone entity. Our new subsidiary will not cause XP Inc. to have a new business segment in Brazil. On November 24, 2022 we obtained specific authorization from the CVM to provide securities portfolio management services.

Newave

On August 10, 2022, we acquired a strategic minority stake in Newave Energia, which is a company focused on the energy sector. We expect to democratize energy access for the retail market. The governance established between the two companies is designed to ensure complete independence to Newave Energia in its business. We closed the transaction on August 10, 2022.

XTAGE

On May 12, 2022, XP announced the creation of XTAGE, a new platform for trading digital assets, in collaboration with Nasdaq, a global leading technology company serving the capital markets and other industries. For additional details on our arrangement with Nasdaq, see "—Nasdaq Services Agreements" below. The XTAGE platform was launched in the second half of 2022. For more information on XTAGE, see "—B. Business Overview—XTAGE." For information on risks relating to XTAGE and the crypto market, see "Item 3. Certain Information—D. Risk Factors—Certain Risks Relating to Our Business and Industry."

Acquisition of a Minority Stake in Direto

On December 9, 2021, we announced the signing of an agreement with Direcional Engenharia S.A., or "Direcional," to invest in the real estate financing startup Direto Soluções Financeiras e de Tecnologia, or "Direto." The acquisition of 49.9% of Direto's capital represented an important milestone for XP Inc. in a market with high potential and in which Direcional has proven expertise throughout its 40 years of history.

Direto relies on our distribution structure, tech platform and funding solutions and on Direcional's knowledge and efficiency in the real estate market, acting in business origination and in the formation of a team with extensive real estate and credit analysis experience. The management of Direto continues to be independent from its shareholders, with its own team in São Paulo and Belo Horizonte. This transaction closed on February 3, 2022.

Investments in XP Energia

On May 4, 2021, we entered into an agreement to acquire 100% of total share capital of Solis Comercializadora de Energia Ltda., later denominated XP Comercializadora de Energia Ltda, or "XP Energia". The company's objective is to operate in the wholesale electricity trade, through brokerage, representation, intermediation, purchase, sale, import and export, provision of intermediation services between energy buyers and sellers, among other related services. This transaction closed on May 4, 2021.

Acquisition of IGTI

On November 3, 2021, we acquired 100% of Instituto de Gestão e Tecnologia da Informação Ltda., or "IGTI," through our education vehicle XPE Infomoney Educação Assessoria Empresarial e Participações Ltda. IGTI develops scientific research and provides education services through high level courses with focus on digital and data training and qualification. The acquisition of IGTI expanded our educational services, especially postgraduate courses to develop tech and data experts.

Acquisition of Minority Stake in Trybe

On September 9, 2021, we acquired a minority stake in Trybe Holding Ltd., or "Trybe," through its series B preference shares issuance. Trybe is a technology school for professionals who are entering the job market and who want to transition to a career in tech. By the end of the course, students go through a hiring process with some of Trybe's partners, such as XP, ifood and QuintoAndar. The acquisition of a minority interest in Trybe paves the way to structure partnerships (such as classes and courses) with aligned interests.

Acquisition of Minority Stake in Estratégia & Timing

On January 4, 2022, we acquired 45% of Estratégia & Timing Análises e Educação Financeira S.A., or "Estratégia & Timing" total share capital, which is focused on financial advisory, consulting, guidance and educational operational assistance in the financial area for business and investment management. We closed this transaction on January 4, 2022.

Acquisition of Minority Stake in Etrnty Holding S.A.

On January 19, 2022, we acquired 20% of Etrnty Holding S.A., which is a holding company used as an exclusive vehicle to participate, directly or indirectly, in companies that act or will act in the financial and capital markets, including Etrnty Capital Gestora de Recursos Ltda. which operates in wealth management services. We closed the transaction on January 19, 2022.

Acquisition of Minority Stake in Oriz Participações S.A.

On August 8, 2022, we announced the acquisition of a minority stake in Oriz Participações S.A. or "Oriz", a holding company which operates in wealth management services, which we expect will leverage XP's wealth management service business as a mature, robust and high-end solution to serve the most sophisticated wealth managers, strengthening XP's presence in the private high and ultra high segments. We closed the transaction on August 8, 2022.

Partnership and Subscription of Convertible Debentures of Virgo

On September 9, 2021, XP Investimentos S.A. announced the subscription of debentures issued by Virgo Companhia de Securitização, or "Virgo," a financial solutions and capital markets services company. These debentures are convertible into a minority stake in Virgo. The transaction allows Virgo to accelerate its plan to build one of the largest capital markets access marketplace for small and medium-size companies and projects in Brazil. Virgo also used the proceeds of our investment for team hiring, technology investments and the development of new products and solutions.

Acquisition of Minority Stakes in Research Companies

On September 3 and 8, 2021, respectively, we announced the acquisition of minority stakes in two research groups, Levante Holding S.A. and Solaise S.A. (also known as OHM Research). On February 2, 2022, we announced the acquisition of a minority stake in another research group, Inside Research S.A. These research companies disseminate analyses and professional knowledge about investments with simple and accessible language. The products are very close to Clear's customer base, which currently does not have its own analysis area, and we believe this is more than efficient hiring and building such an area at internally.

Simple Agreement for Future Equity, or "SAFE" in Resilia

On July 16, 2021, XP Investimentos S.A. entered into a simple agreement for future equity in Resilia Educação Ltda., or "Resilia," through which XP acquired a minority stake in Resilia. Resilia is an education provider that operates a decentralized teaching model through the empowerment of institutions and, consequently, instructors and teachers throughout the country (referred to as "school-in-a-box"), a B2B2C model. Resilia has a proven methodology for training entry-level technology professionals that could enable us to hire these professionals through specific groups prepared by Resilia and adjusted to our needs. Moreover, Resilia contributes to the mission of bringing education to millions of Brazilians, which is synergistic with Instituto XP's initiatives.

Acquisition of Minority Stakes in Asset Managers

In 2021, XP announced the acquisition of minority stakes in Vista Capital Holding S.A., or "Vista Capital," on November 16, 2021, in Giant Steps Empreendimentos S.A., "Giant Steps," on August 9, 2021, in Capitânia Holding S.A. on August 3, 2021, in Jive Investimentos Consultoria S.A., or "Jive," on June 25, 2021 and in AZ Quest on October 2021. These are all independent investment managers in Brazil, each with different strategies such as credit recovery, real estate and distressed strategies. These transactions reinforce our strategy to develop the most complete ecosystem of managers and distributors in Brazil. Additionally, we believe the development of independent asset managers contributes to an increase in secondary market liquidity, helping to democratize access to investment products to more Brazilians.

Joint Ventures with IFA Firms

Between the second half of 2021 and 2022, we entered into agreements with the largest independent financial adviser firms of our network (i.e. Bluetrade Invest Agente Autônomo de Investimentos S.S. Ltda., Monte Bravo Agente Autônomo de Investimentos S.S. Ltda., Messer Agente Autônomo de Investimento S.S. Ltda., and Faros Agente Autônomo de Investimentos Ltda., BRA Agente Autônomo de Investimentos Ltda., BS Agente Autônomo de Investimentos Ltda., SVN Agentes Autônomos de Investimentos S.S. Ltda. and Bahia Partners – Agentes Autônomos de Investimentos S/S Ltda.), herein referred as our "IFAs," and their respective main shareholders and we intend to acquire a minority stake of a holding company that will control broker-dealers that will be incorporated by the shareholders of the IFAs, after the Central Bank's approval. The holding company is also expected to hold a majority stake of the non-financial entities current held by the IFAs' shareholders and to establish a joint venture with the IFAs' shareholders with the purpose of consolidating all business developed by them in the financial market.

Corporate Information

Our legal and commercial name is XP Inc. Our principal executive offices are located at 20, Genesis Close, Grand Cayman, George Town, Cayman Islands, KY-1-1208. Our telephone number at this address is +55 (11) 3075-0429. We are registered under the laws of the Cayman Islands as an exempted company with limited liability. We have appointed XP Investments US, LLC, with offices at 55 West 46th Street, 30th Floor, New York, NY 10036, as our agent to receive service of process with respect to any action brought against us in the United States under the federal securities laws of the United States or of any state in the United States.

Investors should contact us for any inquiries through the address and telephone number of our principal executive office. Our principal website is www.xpinc.com. The information contained in, or accessible through, our website is not incorporated into this annual report. In addition, the SEC maintains a website at <https://www.sec.gov>, from which you can electronically access this annual report, and other information regarding issuers that file electronically with the SEC.

B. Business Overview

Our Mission

Our mission is to improve the lives of people in Brazil, which is the twelfth largest economy in the world with over 215 million people and a GDP of R\$9.9 trillion (approximately US\$1.9 trillion) in 2022, according to the IBGE. We believe the financial services industry in Brazil is inefficient and expensive by international standards and provides poor client experiences. Brazil's investments industry is highly concentrated and we estimate our Client Assets as of December 31, 2022 to account for nearly 8% of a market totaling R\$ 11.4 trillion, according to internal research and public data from Anbima, Fenaprevi, and other sources.

We believe this concentration has enabled the incumbent players to secure a large profit pool and restrict the market in Brazil by: (1) providing a more narrow selection of financial products than typically found in larger markets, such as the United States and Europe; (2) promoting inefficient financial products, such as savings accounts called poupança, which provide investors with relatively low returns, at times below the inflation rate, and come with highly restrictive and punitive redemption options; (3) charging relatively high fees with low yields since the clients are captive and the products made available are often limited only to those issued by each bank; and (4) providing poor customer service due to a low prioritization of the client experience, limited market competition, and a lack of alternative choices available to consumers.

We are dedicated to disrupting this market and improving people's lives by providing them with access to more financial products and services through multiple channels, at lower fees, with a strong emphasis on financial education and high-quality services delivered through a highly differentiated client-centric approach and innovative technology solutions.

Introduction to XP

XP is a leading, technology-driven platform and a trusted provider of low-fee financial products and services in Brazil. We have developed a mission-driven culture and a business model that we believe provide us with strong competitive advantages in our market. We use these to disintermediate the legacy models of traditional financial institutions by educating new classes of investors, democratizing access to a wider range of financial services, developing new financial products and technology applications to empower our clients and providing what we believe is the highest-quality customer service and client experience in the industry in Brazil. We believe we have established ourselves as the leading alternative to the traditional banks, with a large and fast-growing ecosystem of retail investors, institutions, and corporate issuers, built over many years that reached 3.9 million active clients. Based on data from the sources indicated below, we believe we are the:

- **#1 Ranked Financial Investment Brand in Brazil** – with an NPS of 73 as of December 2022;
- **#1 Independent Financial Investment Platform in Brazil** – with Client Assets of R\$946 billion as of December 31, 2022;
- **#1 Independent Digital Platform for Investors in Brazil** – with three digital portals: *XP*, *Rico*[™] and *Clear*[™], serving clients directly, XP Inc. has the largest number of followers on Instagram (over 2.8 million as of December 31, 2022) among investment firms in Brazil. According to our most recent brand tracking, made in partnership with MosaicLab, *XP* is the strongest and most thought of brand in the investments category among investors with over R\$100,000 in Brazil, as of December 31, 2022;
- **#1 Independent Financial Investment Network in Brazil** – with a range of proprietary *XP Advisory Services* and approximately 12,300 IFAs as of December 31, 2022, who onboard new clients onto the XP Platform;
- **#1 Financial Media Portal in Latin America** – with approximately 8.1 monthly unique visitors to our *Infomoney*[™] website as of December 31, 2022; approximately 50% of our website traffic in this period was originated organically by viewers without being driven from a related site or advertisement according to third-party traffic data from Similar web; and
- **#1 Financial Services Event in Latin America** – with over 434,000 attendees at our annual EXPERT conference held both in-person and virtually in August 2022, we believe it ranks as the largest investment services event in Latin America and one of the largest in the world based on an internal analysis of third-party data.

Our Founding and Evolution

We were founded in 2001 as a small, independent financial advisor partnership dedicated to improving the lives of people in our country. In order to build our business from the ground up, while competing against the traditional banks, we dedicated ourselves to the search for new ways to compete and to leverage next-generation technologies that enable us to differentiate ourselves and provide the operating efficiencies to scale. Over the years, we have been able to consistently innovate, develop our technology solutions and evolve our proprietary business model in several integrated phases that have complemented each other and compounded our capabilities. We believe this evolution has enabled us to instill trust in the XP brand and begin a revolution in the way financial services are sold in Brazil. These integrated evolutionary phases include:

- **Providing Financial Education and Empowerment** – We began our evolution by providing financial education courses to empower new classes of first-time and early-stage investors teaching them how to invest and how to access new types of financial products and services that they may not previously have had access to through traditional financial institutions. These educational courses began to build trust in XP and became an effective client acquisition model by converting students into empowered clients.
- **Democratizing Access to Financial Products and Services** – We developed an open product platform which provided our clients with a much wider selection of financial products than the traditional banks provide to their customers. This platform included a more diverse selection of financial investment products, such as equity and fixed income securities, mutual and hedge funds, structured products, life insurance, retirement plans and real estate trusts, and a wider choice of issuers that include XP, our product partners and our competitors. The breadth of our open platform was a significant market innovation, that enhanced our brand further, and provided clients with new opportunities for risk taking and investment returns. We believe it remains substantially differentiated when compared to the relatively closed platforms of the traditional banks or to similar open platforms from new players.

- Scaling of Our Ecosystem of Users, Distribution and Media Content**– We expanded our ecosystem of users, distribution channels, and proprietary digital content and marketing. As our retail customer base and Client Assets volumes grew, we attracted new issuers of financial products, corporate clients and institutional traders into our fast-growing ecosystem of clients. We complemented our distribution by scaling our network of IFAs located across Brazil who solicit new customers, provide them access to our wide selection of financial products and technology applications, and help us onboard them as XP clients. These IFAs are our strategic business partners who share our entrepreneurial spirit and mission to democratize financial services in Brazil and benefit from the competitive advantages provided by our platform and technology. To support this expansion while building trusted relationships in the market, we expanded our proprietary marketing initiatives and digital media content. We continued to build our educational course offerings, created what we believe is the largest investment conference in the world, developed the largest financial information online portal in Latin America and developed a range of social media and digital influencer programs to promote our services and brand.
- Diversification and Enhancement of Our Direct Digital Channels and Brands**– We expanded our distribution significantly by leveraging our growing ecosystem to (1) grow and enhance *XP Direct*, our primary digital portal for investors and our internal team of financial advisors; and (2) develop new digital channels, such as *Rico*, our digital portal brand for self-directed investors, and *Clear*, our digital portal and online trading platform brand for retail active traders. We also enhanced these direct portals further by leveraging our technology platform, fast-growing data lake, and artificial intelligence capabilities to provide more sophisticated functionality and offer more advanced data analytics tools through more intuitive and convenient user interfaces, or "UX."
- Empowerment of the Client Journey**– We leveraged the significant technology DNA in our company, comprising our innovation and development teams and agile software development methods to develop a suite of new products, services and technology applications that engage and serve our clients across their financial journeys. We launched an advanced suite of cloud-based and mobile technology applications, with sleek advanced UX and easy user experience, that complement our advisory services and provide powerful functionality across the user journey, enabling our clients and partners to better manage their various accounts, trading activities, analytics and data queries. We have also begun to expand our solutions into adjacent and complementary financial services that our clients use. Main product developments include: (1) retirement plans platform launched in 2019; (2) collateralized credit in 2020; (3) Visa Infinite credit cards in 2021; and (4) digital account, international investments platform and life insurance in 2022.

The following chart illustrates how we have successfully scaled across channels and grown our client base as we evolved our business over time.

Total Active Clients per Channel (in thousands)



The XP Business Model

Our business model has been developed over the course of our evolution and enables us to go to market in a different way from the legacy models of the large traditional financial institutions. We believe our model provides us with a unique value proposition for our clients and partners, and it has begun to change the way investment services are accessed and sold in Brazil. Our differentiated approach incorporates a unique combination of proprietary capabilities, services and technologies to deliver a highly customized and integrated client experience, with significant operating efficiency advantages that have enabled us to scale and grow profitably. As illustrated in the following graphic, the key components of our model include: (1) a mission-driven culture; (2) a self-reinforcing ecosystem; (3) a superior products and services platform; and (4) a differentiated, advanced technology platform.

- **A Mission-Driven Culture**– Our culture remains central to XP and we remain vigilant in preserving and nurturing it, so that it can continue to guide our firm by promoting: (1) a strong collaborative environment within our company; (2) a clear focus on our mission to improve people’s lives by empowering them as investors; (3) a zero-fee pricing philosophy wherever possible; (4) a strong, long-term client-centric focus which we prioritize ahead of maximizing short-term gains; and (5) an energetic entrepreneurial spirit with a commitment to innovation and the pursuit of improvement.
- **A Self-Reinforcing Ecosystem** – We believe we have developed a valuable ecosystem of clients, distribution channels and media content that are a powerful lead-generation engine, reinforcing each other and helping promote XP’s products and services as they grow. These include:
 - **User Base of Clients**– This includes our (1) over 3.9 million retail clients who buy and sell the financial products on our platform as of December 31, 2022, benefiting from our ecosystem because they can access a much broader portfolio of financial products, from hundreds of different providers, and get help finding the product that is right for them, all in a user-friendly way, with exceptionally low fees; and (2) over 800 commercial clients, such as institutions and corporate issuers as of December 31, 2022, such as fund managers, private banks, corporate treasuries and insurance companies, who provide additional liquidity and unique financial products for our platform. These issuers benefit from our ecosystem because they are provided with dedicated strategic advisory services that enable them to access a much broader pool of capital, from our retail investors, at an overall lower cost.
 - **Omni-Channel Distribution Network**– This enables us to reach clients and deliver our products and services through a range of proprietary brands and channels, that includes (1) *XP Direct*, our fast-growing full-service offering for mass-affluent clients; (2) *Rico*, our online-only solution for self-directed investors; and (3) *Clear*, our digital portal and electronic trading platform for retail active traders. We also reach clients through our proprietary, and efficient distribution network of approximately 12,300 IFA partners as of December 31, 2022, who are located in 2,558 offices in 242 cities across Brazil, which collectively represent more than 92% of Brazilian GDP. Together, they form the largest independent financial advisor network in the country. Our IFA partners benefit from our suite of financial products, education tools, and the IFA-specific applications that we developed to help them build and grow their businesses, and we benefit from their abilities to reach and cultivate new clients.
 - **Proprietary Digital and Media Content**– This helps us democratize access to financial content in Brazil, empower Brazilians on how to take investment decisions more independently, and attract, retain and monetize clients. This lead-generation ecosystem of platforms includes: (1) *Infomoney*, the largest investment portal in Latin America with approximately 8.1 million monthly unique visitors as of December 31, 2022; (2) *XP Educação*, a leading online financial education portal in Brazil and (3) the *EXPERT phygital* content platform with over 1.3 million monthly visitors as of December 31, 2022 and events, such as the *EXPERT* conference, the largest investment event in Latin America with approximately 434,000 attendees, both online and in-person in 2022. We believe this content is highly differentiated in Brazil, is a powerful driver of growth, and provides us with low customer acquisition cost, or “CAC.”
- **A Superior Product and Services Platform**– We primarily provide our clients with two types of offerings, our financial advisory services and our open financial product platform. We have developed both of these solutions to provide our clients with significant differentiation and a superior value proposition versus the legacy offerings of traditional banks. Additionally, in order to improve our client’s experience with our platform and, consequentially, capture additional funds, we have offered since 2019 access to retirement plans, collateralized credit, credit card, international investments, life insurance and digital account, among others. These and other solutions include:
 - **Suite of XP Advisory Services** – Comprised of services such as; (1) *XP Investimentos*, for our retail clients in Brazil; (2) *XP Private*, for our high-net-worth clients; (3) *XP Investments*, for our international clients; and (4) *XP Issuer Services*, for our corporate and institutional clients.
 - **Open Product Platform**– This is our open product platform that provides our clients with the broadest access to over 1,000 investment products in the market as of December 31, 2022, without the protectionist barriers, conflicts and closed-loop restrictions of traditional banks. These include investment products from XP, our partners and our competitors, such as equity and fixed income securities, mutual and hedge funds, structured products, life insurance, retirement plans, real-estate investment funds, or “REITs” and others.
 - **VIP Customer Service**– This is our premier customer service program and support organization, designed to provide our clients and partners with the highest-quality client service. We train our customer service personnel to (1) understand the daily activities and processes across the client journey in order to help resolve customer issues more effectively; (2) prioritize positive client experiences and long-term relationships above short-term performance results; and (3) leverage and promote our advanced technologies to serve our clients more efficiently.

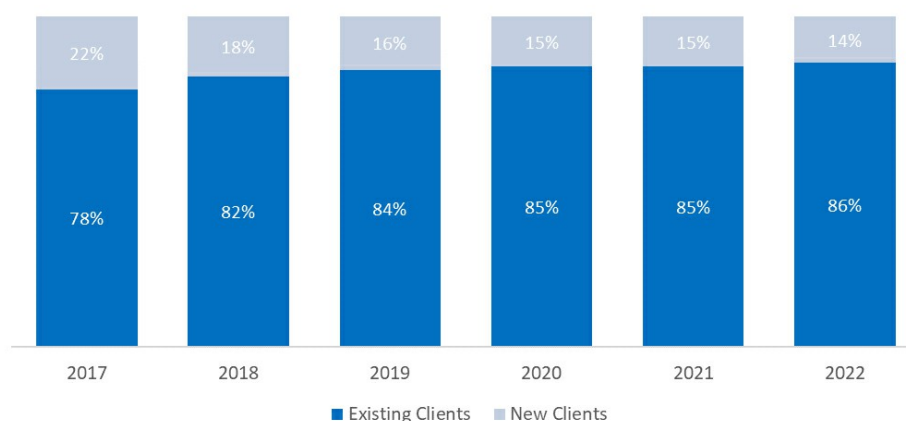
- **Collateralized Credit Products**– Since 2020, we began to offer to our XP-brand clients access to low-fee collateralized credit lines to improve their experience within the XP ecosystem. Most of our credit portfolio is collateralized with investments held in XP, both from companies and individuals. Our total loan book grew 67% in 2022, reaching R\$17.1 billion in December 31, 2022.
- **Credit and Debit Cards** – Officially launched in early 2021 for clients in the XP brand with over R\$50,000 in investments, our credit card was the first of its kind to offer an investment-back award, or “investback,” of 1% of all purchases, free of any charges. In December 2021, we lowered that threshold for clients that have at least R\$5,000 invested with us, further improving our client’s experience within the XP ecosystem. In October 2022, we further expanded the eligible client base for both credit and debit cards with the official launch in the Rico brand. In December 31, 2022, we had a total of approximately 688,000 active cards, both credit and debit, and a TPV of R\$24.8 billion in 2022.
- **A Differentiated, Advanced Technology Platform**– We have developed a powerful, integrated suite of proprietary technology assets, technology applications, and technology development resources that enable us to differentiate us in the market, manage all of our solutions, conduct all of our activities and operate with low-cost advantages and efficiencies. These include:
 - **XP Genius** – This is our powerful, integrated, cloud-based technology platform built with a modular architecture that efficiently leverages a range of microservices to help: (1) connect our various portals, systems, technologies and environments; (2) power our solutions and applications across our organization; (3) manage our large, valuable and rapidly growing pools of proprietary data; (4) conduct our big data analytics and artificial intelligence initiatives; (5) provide us with proprietary information and market insights; and (6) extend our reach and capabilities into new areas.
 - **XP Innovation Teams**– These dedicated technology resources develop and support our solutions by using agile software development methods and leveraging our significant technology and data assets. These include *XP Tribes*, comprising two to three managers each, that help guide and support our development priorities across numerous projects, and *XP Squads*, comprising autonomous integrated teams of eight to ten people, including a product owner and business expert, a UX specialist, a technology leader and several developers, that collaborate to create new technologies and solutions or improve our current offerings. These teams focus on the complete customer experience, conducting client interviews, prototyping, behavior analysis and user tests. One of the most visible external examples of our technology capabilities is the suite of technology applications that we provide to our clients and partners. The technology evolution of XP Inc. was followed by a deeper and broader corporate transformation process, which involved the creation of business units and integrated our front-office to the company’s foundations – back-office, middle-office and innovation teams. We believe that among the main benefits of the transformation are a leaner and more efficient corporate organization that allows us to optimize decision making and execution of our projects.
 - **XP Technology Apps**– This is an advanced suite of cloud-based and mobile technology applications, that complement our advisory services and provide powerful functionality across the user journey, enabling our clients and partners to better manage their various accounts, trading activities and data queries. Our apps are integrated with our powerful databases and analytics tools and are designed to be powerful, yet simple, attractive, and easy to use, with sleek user interfaces, or “UX,” that are comparable to some of the top consumer technology products in the world.

Our Operations

We operate an asset-light, scalable business model that emphasizes operational efficiency and profitability. We leverage our business model to serve a diverse group of retail and institutional clients in local and international markets, with offices in Brazil, New York, Miami and London. We currently serve over 3.9 million active retail clients who have an investment account with us. Approximately 22% of our clients are served by one of our IFA partners whereas approximately 78% of our clients are self-served primarily utilizing an account through one of our websites, or served by an investment adviser through XP Direct. As of December 31, 2022, our average Client Assets per client account was approximately R\$244,000.

We generate our revenues primarily by (1) providing our existing clients with a growing range of financial products and services in which to invest their existing Client Assets already on our platform; (2) attracting additional money onto our platform from existing investors to grow total Client Assets; and (3) attracting new clients and money inflows onto our platform across a variety of channels to increase total Client Assets. As shown in the following chart, we generate a significant amount of our revenues from existing clients and Client Assets, which is recurring and predictable in nature.

% of Retail Revenue from New Clients vs. Existing Clients



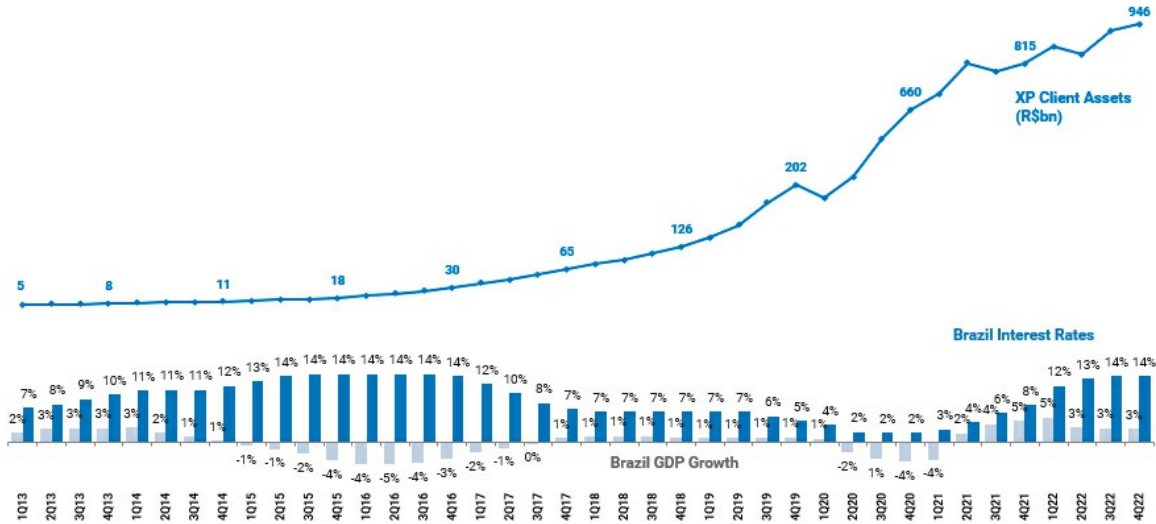
Depending on the mix of products and services, we generate numerous forms of income from Client Assets, including advisory fees, commissions, distribution fees from product manufacturers and asset management fees across various solution categories such as retail, institutional, issuer services, digital content and other. As a result of our business model and market position, we benefit from high visibility in most of our revenues and from a low correlation to macroeconomic conditions. We have established a track record of delivering strong financial performance, even during difficult macroeconomic conditions in Brazil. For example, while Brazil GDP growth fluctuated significantly over the past decade, with Brazil going through different recessions, political turmoil and the COVID-19 outbreak, our core investment KPIs kept growing consistently, with Client Assets reaching R\$946 billion in December 31, 2022.

Our technology-driven business model is asset-light and highly scalable. This enables us to generate scale efficiencies from increases in Client Assets. We conduct the majority of our business online and through mobile applications and emphasize operational efficiency and profitability throughout our operations. These operating efficiencies enable us to generate strong cash flow in various market conditions, allowing us to continue investing in the growth of our business. Our business requires minimal capital expenditures to facilitate organic growth, with expenditures amounting to 1.0%, 2.9% and 3.6% of net revenues for the years ended December 31, 2022, 2021 and 2020, respectively. Additionally, our strong balance sheet serves as a substantial competitive advantage in relation to other independent financial services providers in Brazil, enabling us to underwrite, develop and distribute new financial products and services, and capture inorganic opportunities, such as our acquisitions of Fliper in August 2020, DM10 in November 2020, Antecipa in September 2020, a joint-venture with VERT, creating DuAgro, in June 2020, WHG in September 2020, the acquisitions Giant Steps in April 2021, Jive in June 2021, Capitânia Holding S.A., on August 9, 2021, Trybe, Virgo and research companies in September 2021, AZ Quest in October 2021. Between the second half of 2021 and 2022, we entered into agreements with IFAs, Vista Capital and IGTI in November 2021, Direto in December 2021, and Suno, XTAG Newave, Habitat Capital Partners, BTR Benefícios e Seguros, XP Distribution - Fund Administration, Estratégia & Timing, Etrnty Holding S.A. and Oriz Participações S.A. in 2022, among other minority stake acquisitions and investments we may carry out from time to time.

In 2020, we reported R\$660 billion in Client Assets, R\$8.7 billion in gross revenue, R\$8.2 billion in net revenue, R\$2,081 million in net income and R\$2,270 million in Adjusted Net Income, a year-over-year increase of 61%, 58%, 59%, 91% and 111%, respectively, versus 2019. In 2021, we reported R\$815 billion in Client Assets, R\$12.0 billion in gross revenue, R\$12.1 billion in net revenue, R\$3.6 billion in net income, and R\$4.0 billion in Adjusted Net Income, a year-over-year increase of 23%, 47%, 48%, 73% and 76%, respectively, compared to 2020. In 2022, we reported R\$946 billion in Client Assets, R\$14.0 billion in gross revenue, R\$13.3 billion in net revenue, R\$3.6 billion in net income, and R\$4.1 billion in Adjusted Net Income, a year-over-year increase of 16%, 10%, 11%, decrease of (0.3)% and an increase of 2%, respectively, compared to 2021.

Our Market

Brazil is a large and attractive market for financial services and financial technology solutions. The country has the sixth largest population and the twelfth largest economy in the world with over 215 million people and a GDP of nearly US\$1.9 trillion in 2022. Brazil’s GDP growth fluctuated significantly over the past decade, with Brazil going through different recessions, political turmoil and the COVID-19 outbreak, our core investment KPIs kept growing consistently, with Client Assets reaching R\$94 billion in December 31, 2022.

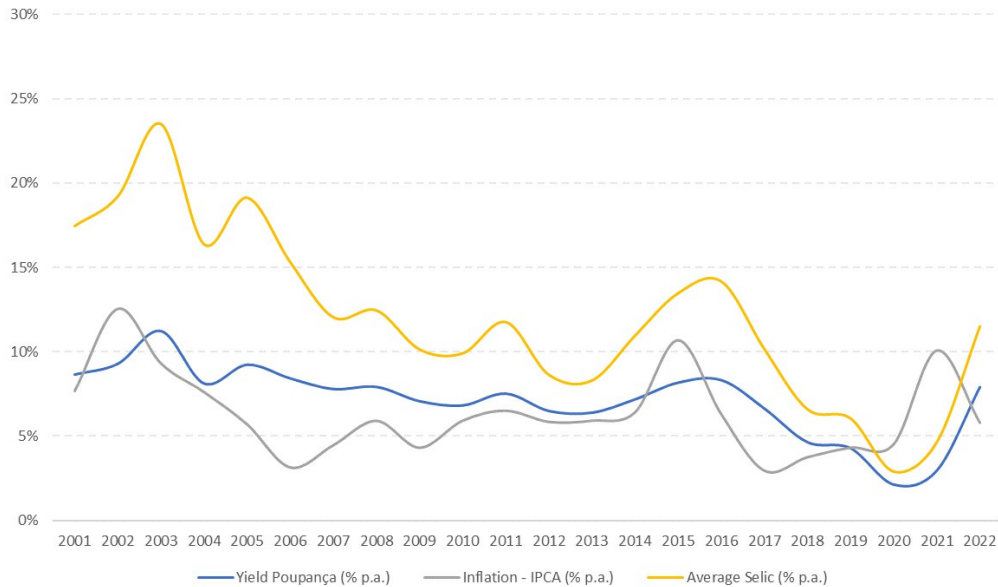


Key Market Challenges

We believe the Brazil financial services industry faces several important market challenges that create market inefficiencies and opportunities for disruption, including:

- Highly Concentrated Market**– In Brazil, the financial services market continues to be controlled by a few traditional financial institutions. We estimate our Client Assets as of December 31, 2022 to account for nearly 8% of a market totaling R\$ 11.4 trillion, based on our internal analysis. According to the latest information from the Central Bank and Fenaprevi for 2022, these same five banks collectively accounted for: (1) 70% of the R\$4.6 trillion in all deposits; (2) 97% of the R\$928 billion in mortgages; (3) 66% of the R\$459 billion in credit card outstanding balances for individuals; (4) 87% of the R\$1.2 trillion in open retirement plans; (5) 76% of the R\$3.2 trillion in personal loans; and (6) 61% of the R\$2.5 trillion in corporate credit balances. We believe this concentration has created material market inefficiencies which provide significant opportunities for disruption, disintermediation, and new business models.
- Bureaucratic, Asset-Heavy Infrastructures**– The legacy models of the traditional banks are based on asset-heavy infrastructures such as large networks of physical bank branches, large bureaucratic organizations with hundreds of thousands of personnel and processes, and older, segregated technology platforms. We believe these cumbersome infrastructures encourage the traditional banks to focus more on (1) managing the internal burdens of their operations; (2) pushing their in-house products over alternatives from third-party providers; and (3) preserving the status quo.
- Narrow Selection of Financial Products** – The concentration of traditional financial institutions in Brazil provide their customers with more limited access to financial products than typically found in larger and more developed markets, such as the United States and Europe. These banks have closed-loop product platforms which significantly restricts the selection of investment products made available to their customers typically to those that were created in-house by each bank or have significant embedded costs to drive promotion. We believe these practices tend to drive high fees and/or low cost of funding for the traditional banks, but severely limit choice for investors.

- **Promotion of Inefficient Financial Products**– In Brazil, the traditional banks continue to promote inefficient financial products, such as self-issued time deposits, or “CDBs,” and savings accounts called poupança, which provide a large number of the mass population of investors with very low returns and punitive redemption options, often at an attractive margin to the bank. Poupança accounts account for 14% of all individual investors assets in Brazil, according to our estimates, despite paying relatively low interest rates, often lower than the SELIC rate in Brazil, and occasionally even lower than the inflation rate, as shown in the graph below. We believe the continued promotion of these products is not in the best interests of investors, but they continue to generate high fees for the traditional banks.



Source: Séries temporais – Banco Central do Brasil

- **High Costs and Spreads** – We believe overall fees and spreads for financial products in Brazil are too high and are driven by (1) the closed platforms of the incumbent banks who often limit their customer’s selection of financial products to those created and controlled by each bank; (2) the promotion of inefficient financial products that pay very low yields, such as poupança; and (3) the high, asset-heavy infrastructure costs of the incumbent banks.
- **Poor Customer Service** – We believe the incumbent banks and other service providers generally provide poor customer service in Brazil based on market surveys, given the lack of market competition and alternative choices available to their clients. We believe these factors drive the prioritization of near-term results over long-term client relationships and discourage the banks from (1) focusing on their client’s day-to-day needs; (2) serving the entire customer experience; and (3) looking for new ways to add value.
- **Underpenetrated Debt Capital and Other Financial Markets**– We believe the debt capital markets in Brazil are significantly underpenetrated for the issuance of fixed income products and corporate bonds, particularly when compared to larger markets such as the United States and Europe. The incumbent banks control the majority of the debt market and typically steers clients to bank issued term loans or limited fixed income products that are sold to their asset management businesses, which we believe limits the amount of available credit in the market and fosters an environment for higher costs due to limited competition. Similarly, other lending products, commonly found in larger markets, such as home equity loans, are very limited in Brazil.

Key Market Trends

- **Favorable and Highly Aligned Regulatory Initiatives**– The Central Bank is actively promoting what it calls financial democratization policies that seek to provide easier access to financial markets, and better and more transparent financial services. We believe these regulatory initiatives provide a favorable regulatory environment that are closely aligned and complement our mission to improve people’s lives by transforming the financial markets in Brazil. The Central Bank, has implemented an active regulatory agenda, called BC# which is focused on addressing structural issues of the National Financial System by fostering technological innovation. The Central Bank has defined four dimensions for its agenda, including:
 - Inclusion – which it defines as to ensure "non-discriminatory access to the market for all those wishing to participate: small and large businesses entrepreneurs, investors and borrowers, both domestic and foreign clients." Initiatives in this dimension involve: (1) fostering the expansion of credit cooperatives; (2) simplifying and modernizing foreign exchange and international trade regulation (convertibility of the real); (3) local capital market development; and (4) enlarging access to microcredit;
 - Competitiveness – which it defines as "to promote adequate pricing by favoring competitive access to markets." Initiatives in this dimension involve: (1) innovation and preparing the financial system for a technological and inclusive future (e.g., instant payments, open banking, and cyber risk management); (2) improving the management of international reserves; and (3) increasing market efficiency (e.g., market infrastructure and reserve requirements).
 - Transparency – which it defines as to improve "the price formation process and the quality of information originated from markets and the Central Bank. It focuses on broadening communication, as well as evaluating its results and symmetry of information." Initiatives in this dimension involve (1) improving conditions for rural and mortgage loans; (2) strengthening the Central Bank’s relationship with the Brazilian Congress and foreign investors; and (3) enhancing transparency and communication of the Central Bank’s actions, including monetary policy decisions.
 - Education – which it defines as to promote "citizens awareness so that everyone can participate in the financial markets and strength their habit of saving." Initiatives in this dimension involve providing scalable financial education solutions to school students, indebted individuals and low-income citizens.
 - Sustainability: which it defines as "the allocation of resources directed towards the development of a more sustainable, dynamic and modern economy". Initiatives in this dimension involve improvement of regulation on socio-environmental risks, improvement of the stress test for climate risks and nomination of the Central Bank representatives to join the Network from Greening the Financial System (NGFS).
- **Increasing Demand for Financial Education and Information**– With the volatility in interest rates in recent years, we believe there are a growing number of people interested in learning (1) the basics of financial freedom and empowerment; (2) how to access the financial markets more effectively; and (3) more sophisticated financial management strategies. We have seen the number of financial education students increase significantly in the market and believe the demand for financial media content has grown materially in the last few years across a number of channels.
- **Increasing Demand for Financial Products**– As more customers claim their financial freedom from the traditional banks, and yields on other bank products remain stagnant, we believe the market will see a steady increase in the demand for more types of financial products and more choices of issuers across different asset classes and risk appetites. We believe there will also continue to be an increasing interest from institutions and corporates for more product issuing opportunities and product structuring services. We believe this is a long-term trend as the Brazilian market expands to close the product selection gap with other large markets, such as the United States and Europe.
- **Increasing Demand for Technology to Manage Financial Services**– Similar to other trends in commerce, customers in Brazil are increasingly looking to conduct their financial journeys through digital channels, via online portals, cloud-based platforms and mobile technology applications, instead of in bank branches. In addition, as customers engagement increases, they are also demanding access to more sophisticated analytical tools and technology applications, such as comparison engines, risk management tools, and electronic trading platforms, through digital channels that can enable these features at low costs and high efficiency.
- **Increasing Demand for Better UX Experiences**– As customers engage in more digital channels, they are increasingly demanding sleeker, more powerful and more convenient UX, similar to the consumer technology products and software applications that they interact with in other areas of their daily lives. We believe these digital customers will increasingly demand technology applications that provide intuitive, easy-to-use, yet powerful features that can integrate and utilize all of their data, and empower them to do more across their client journeys, versus just siloed applications with one or two functions.

- *Increasing Number of Independent Financial Advisors*– The career market for registered IFAs is growing rapidly in Brazil as the traditional banks continue to close branches and reduce costs from their large legacy operations. Many top financial services professionals who previously worked in these banks are looking to become IFAs. The total number of IFAs in Brazil has grown from over 5,000 in 2015 to 17,785 by 2022, according to the Brazilian National Association of Brokers and Dealers of Securities, Foreign Exchange and Commodities (*Associação Nacional das Corretoras e Distribuidoras de Títulos e Valores Mobiliários, Câmbio e Mercadorias* or "ANCORD."
- *Increasing Demand for Turn-Key Solutions and Applications for IFAs*– Many of these IFAs are looking for new platforms, that provide the product suites, business management tools and technology applications that they can use to start their businesses, attract new customers and manage their operations more effectively.
- *Disintermediation of Investments, Credit and Market Equitization*– Greater access to information and technology is making Brazilians increasingly aware and inclined to look for alternatives outside the traditional retail banks for investment products and services. Brazil is in the early stages of this process and we estimate our Client Assets as of December 31, 2022 to account for nearly 8% of a market totaling R\$ 11.4 trillion. In addition, equities as an asset class is still incredibly underpenetrated among retail investors, with only approximately 0.7% of Brazilians having an active brokerage account. Another evidence of this trend is the spike seen in the number of individual investors in the B3. This figure increased almost 250% from 1.4 million individual investors in December 2019 to 5.0 million individual investors in December 2022.

Addressable Market Opportunities

We believe our *XP Model* will benefit from these key market trends and the favorable macroeconomic environment in Brazil, and has positioned us to continue to penetrate, grow and expand our large addressable market opportunity in Brazil. According to internal estimates, our Client Assets only account for 8% of a R\$ 11.4 trillion market. Given our leadership, scale, brand and competitive advantages provided by our *XP Model*, we believe we will benefit from and continue to be a catalyst for:

- *Continued Growth of the Investment Assets Addressable Market*– According to our estimates, the total addressable market of investment Assets in Brazil is expected to reach R\$ 15 trillion in 2025 with a CAGR of 9%.
- *Continued Expansion of Our Addressable Market into New Areas* – We have made significant progress in disrupting the investment services of traditional banks, which can be among the hardest to penetrate, due to the difficulty in gaining customer trust, and have one of the highest switching costs in the financial services industry, due to the expense and tax impact of moving accounts. According to our estimates for 2022, we believe the total addressable market size, including adjacent markets that could be complementary to XP, such as insurance, credit and debit cards and other loans was approximately R\$500 billion in gross revenues before funding costs. Our total revenues for the year ended December 31, 2022 were R\$14 billion.

Our Competitive Strengths

Over the last 20 years, we have developed a differentiated set of capabilities and attributes in our business that we believe provide us with meaningful strategic advantages and have helped us to disintermediate the legacy models of traditional financial institutions. We believe these competitive strengths form the foundations of our business and drive value creation for our shareholders.

Mission-Driven Culture

Our culture remains central to XP and we believe it is the core strength of our company, enabling us to attract talent, unify our people, maintain the mindset to innovate and disrupt, guide our go-to-market-approach, develop powerful relationships with our clients and establish our identity in the marketplace. We remain vigilant in preserving and nurturing it, so that it can continue to guide our firm. We believe the key strengths of our culture are:

- *a Collaborative Partnership Model*– that fosters a collaborative environment within our company and an ownership mentality across our organization, which have enabled employees at all levels to remain focused and well aligned despite our rapid growth and expansion;
- *our Mission to Empower*– which helps us maintain a clear and consistent message internally to our employees and partners and externally to the market, that our primary focus is to empower our clients and improve their lives by providing them with better access to investment opportunities;

- *a Zero-Fee Pricing Philosophy* – that seeks to eliminate expensive and unnecessary bank fees and charges, such as custodial, account maintenance and transfer services fees, which provides us with comparative marketing advantage and constantly reminds us to remain efficient;
- *a Client-Centric Focus* – that prioritizes transparency in our services, high-quality customer service and positive client experiences above short-term performance results, which helps us build a loyal customer base and long-term relationships that can be seen in our client cohorts and retention data; and
- *an Entrepreneurial Spirit* – that keeps us focused on the pursuit of innovation across our firm to improve our operations and our client experiences. This fosters an energetic, meritocratic environment that attracts the most innovative financial and technological talent in the country to work or partner with us, which has helped us remain creative and avoid complacency.

XP Business Model

Our model incorporates a unique combination of proprietary capabilities, services and technologies to deliver a highly differentiated and integrated client experience, that have enabled us to differentiate from our competitors. In addition, the *XP Model* has resulted in several strategic and operating advantages, including:

- *First-Disruptor Leadership* – Since our founding in 2001, XP has established itself as a trusted provider of low-cost brokerage, investment advisory, and asset management services in Brazil, the largest independent investment platform and leading alternative to the banks;
- *Trusted Brand* – We have built a valuable, trusted brand in Brazil and received an NPS of 73 in December 2022, compared to an NPS of 76 in December 2021;
- *Highly Efficient Financial Model* – We believe our technology-driven business model provides us with significant scale and operating efficiencies, including:
 - *Large Scale and Recurring Revenue* – We have significant scale, with R\$946 billion in Client Assets and R\$14.0 billion in last 12-month gross revenue as of December 31, 2022, compared to R\$1.3 billion in 2016. Our business also has a significant component of highly recurring revenue. We believe these help provide our business with a level of predictability and defensibility.
 - *Attractive LTV/CAC ratio* – Our business has an attractive client LTV due to our wallet share gains, revenue yield and low churn, driven by strong client relationships, our focus on the client experience, our increasing suite of solutions and the structural high-switching costs inherent in investment services. Our model also has relatively low acquisition costs per client due to our efficient marketing driven by our primarily digital business model, our self-reinforcing ecosystem and our omni-channel distribution network. As of December 31, 2022, the LTV/CAC ratio for our XP branded solutions was approximately 14x.
 - *Asset-Light, Low-Cost Structure* – Our technology-driven business model is asset-light and highly scalable. We conduct the majority of our business online and through mobile applications and emphasize operational efficiency and profitability throughout our operations. The asset-light nature of our business model requires minimal capital expenditures to facilitate growth, with expenditures amounting to 1.0%, 2.9% and 3.6% of net revenues for the years ended December 31, 2022, 2021 and 2020, respectively.
 - *Strong Free Cash Flow Generation* – Our business model operating efficiencies enables us to generate strong cash flow in various market conditions, and enables us to continue investing in the growth of our existing business;
- *Network Effects* – As we grow our business, we believe our model demonstrates distinct self-reinforcing network effects that help compound our growth; and
- *Powerful Combination of Attributes* – The success of XP is due to the combination of capabilities, trusted brand, size and scalability of the XP Model that have been developed and nurtured over time.

Leadership and Structure

- *Experienced Management Team with Strong Track Record of Success* – Our management team is comprised of our founders, who have help guide the success of XP over the last 19 years, and new partners who have joined the company along the way from a variety of successful backgrounds in the financial services, technology and consumer services industries. This team has an established track record of delivering strong financial performance, even during difficult macroeconomic conditions in Brazil. For example, while Brazil GDP growth fluctuated significantly over the past decade, with Brazil going through different recessions, political turmoil and the COVID-19 outbreak, our core investment KPIs kept growing consistently, with Client Assets reaching R\$946 billion in December 31, 2022.

- **Meritocratic Partnership Structure** – We believe our partnership model is key to long-term value creation. In December 2019, we implemented our new partnership model, pursuant to which existing or new partners may be entitled to share-based compensation based on individual performance, consisting of restricted stock, restricted stock units, performance awards or other stock-based awards in respect of Class A common shares of XP Inc. As of December 31, 2022, our partnership was made up of 962 partners that may be entitled to share based compensation in XP Inc. based on individual performance; and seven shareholders of XP Contro (our "controlling shareholder"), who are mostly directors of the Company and/or its subsidiaries. For further information, please see "Item 6. Directors, Senior Management and Employees—B. Compensation—Long-Term Incentive Plan."

Our Growth Strategies

Despite our success to date, we believe our business is still in the early days of driving the disintermediation of traditional financial institutions in Brazil and offering better alternatives to their legacy models and practices. We believe there is a large addressable market opportunity remaining in our core business and significant market share to win since our Client Assets (assets under custody) accounts for only 8% of a R\$ 11.4 trillion market, according to our internal estimates. We intend to leverage our competitive strengths and continue to enhance the strategic advantages we have created through the XP Model in order to continue to grow and expand our business. We intend to pursue these strategies organically, through our in-house initiatives and development of our distribution capabilities and inorganically, by selectively making acquisitions of strategic assets. Most importantly, we intend to remain focused on our core mission of improving people's lives by empowering them to become investors and entrepreneurs, and we will nurture our mission-driven culture so that it can continue to guide our firm. Based on these principles, we plan to continue growth our firm by:

- **Protecting and Expanding Our Core Business** – We will continue to seek a greater share of the total Client Assets and trading volumes from our clients, who often keep assets in different accounts and may use the services of several firms, and we will seek to sell additional products and services to our clients. We believe that our strong value proposition and client-centric approach will continue to enhance our client loyalty and enable us to grow our share of wallet from our current customer base. We also intend to continue to grow our base of active retail clients, which reached 3.9 million as of December 31, 2022, up 14% year over year, as well as our base of institutional trading partners and corporate issuers who provide additional liquidity and products to our platform.
- **Building XP's Future** – We believe the self-reinforcing ecosystem provides a strong and highly differentiated advantage to XP, enabling us to reach, engage and empower clients across numerous channels. We intend to expand our ecosystem by:
 - **Expanding Our Omni-Channel Distribution Network** – We intend to drive more users to our various channels and expand our network of approximately 12,300 IFA partners as of December 31, 2022, which we believe provide a competitive advantage in promoting the XP brand and signing new clients. We intend to grow these channels by: (1) cross-promoting our brands through our proprietary media; (2) helping our existing IFA partners succeed and expand their businesses; (3) promoting the entrepreneurial opportunities of IFA careers in Brazil; and (4) signing new IFA relationships onto the XP platform. We believe that these channels will also continue to grow as (a) the investment market in Brazil continues to democratize and open up to new investors; and (b) traditional financial institutions continue to close branches, continue to cut costs, and their employees look for new career opportunities.
 - **Growing Our Proprietary Digital Content** – We believe this proprietary content (1) helps build familiarity and trust with XP; (2) helps educate Brazilians and makes them more proficient in financial products and services; and (3) helps convert students and audiences into new or more empowered clients or business partners. We will also continue to expand the reach, audience base and student base of our portals to attract, engage and empower prospective clients. We believe there is a significant opportunity to create and penetrate new media channels to cultivate existing relationships and attract new clients and partners.
 - **Growing Our XP Platform Offering** – While we believe our open product platform is key competitive advantage versus the limited, closed-loop platforms of the traditional financial institutions, we believe there is a significant opportunity to continue to build on this strength and provide our clients with greater selection and investment opportunities by (1) developing new investment products; and (2) incorporating new investment products from our partners and competitors.
 - **Entering into New Financial Sectors** – We have always believed in incremental opportunities to disintermediate the legacy models of traditional financial institutions in other financial sectors beyond investments, which would tend to be easier to penetrate and have much lower switching costs versus the investment services industry. According to our estimates, we believe the total addressable market size, including adjacent markets that could be complementary to XP, such as insurance, credit and debit cards and other loans was close to R\$500 billion in gross revenues in 2022.

Our Environmental, Social and Governance Commitment

We recognize that the Environmental, Social and Governance agenda is a journey. In order to improve consistently in these matters, we are engaged in integrating ESG issues into both our internal activities and our business, contributing to the transition to a more sustainable world.

We believe that for a stronger environmental, social, and corporate governance strategy, it is essential to adhere and support voluntary commitments, programs, and international covenants. As a result, we are a signatory to the following initiatives: UN Women; UN Global Compact; Carbon Disclosure Program (CDP); Principles Responsible Investment (PRI); Partnership for Carbon Accounting Financials (PCAF) and Pact for the Promotion of Racial Equity.

In 2022, we continued to advance our Environmental, Social and Governance agenda through four pillars of action:

1) We aim to provide sustainable investment solutions, including the issuance of ESG securities, ESG-labeled products, ESG education for stakeholders, and a dedicated ESG research team.

- Since 2021, we offer ESG portfolios for our private banking customers, as well as a dedicated ESG credit portfolio for institutional investors.
- In 2022, our ESG Research team produced over 20 thematic reports and analyzed the ESG performance of more than 125 companies under XP Research coverage.
- We believe we have the largest sustainable investment platform in Brazil, with 47 ESG-labeled investment funds available, including equity, fixed income, hedge fund, index, private equity, and pension funds, featuring both local and global strategies.
- We have launched three ESG ETFs on B3, as well as six ESG COEs (structured notes). Additionally, we have introduced 25 sustainable securities in the fixed income market, considering both local and international debt markets.

2) We seek to prioritize our sustainable transition, seeking recognition from third parties with international visibility:

- We understand we have adhered to commitments, pacts, and working groups, as well as the implementation of governance processes and ESG and climate transition methodologies.
- Our internal environmental, social and climate risk & ESG assessment covered 100% of our active suppliers and potential clients, in accordance with our internal policies.
- We analyze our exposure to climate risks through initiatives such as the CDP and PCAF, enabling us to structure a transition strategy and prepare for future regulatory requirements regarding this agenda.

3) We aim to achieve diversity & inclusion goals, becoming a more diverse company:

- Since 2020, diversity and inclusion have become material topics to us, which fosters our internal and public goals to improve our metrics in this area.
- We seek to create inclusive programs and job opportunities.
- As part of our governance structure, we have established a diversity commission to oversee our efforts towards diversity and inclusion.

4) We strive to democratize financial and technological education, changing people's mindset towards money:

- We aim to impact 50 million people through financial education in ten years.
- We have partnerships with local players focused on educational solutions.
- XP has achieved a national award and financial education tournament, which signals our relevance to the community.
- XP provides free technology educational programs, promoting accessibility and inclusion.

Our ESG Governance

At XP Inc., we acknowledge that we must be responsible for our legacy. Therefore, throughout our entire business, we seek to be protagonists and lead the Environmental Social and Governance Agenda, or "ESG Agenda." We believe that companies play a fundamental role in solving ESG challenges, and we strive to implement significant ESG practices from both internal and external perspectives.

We reference our corporate governance to the best market practices while maintaining our entrepreneurial culture and autonomy in the actions of our teams. We have a specific governance structure for addressing ESG issues where the executive board is responsible for supervising and monitoring ESG strategies and the implementation and compliance of our social, environmental and climate responsibility policy (PRSAC). We have an executive officer responsible for the PRSAC of the company, with the responsibility of implementing actions towards the effectiveness of the PRSAC, monitoring and evaluating the actions implemented and assisting the executive board and board of directors.

We also have (i) a diversity and inclusion working group, composed of our CEO, our human resources officer and our senior diversity & inclusion manager, responsible for supporting the evolution of diversity and inclusion issues in our companies, validating and directing action plans for this agenda in the company, (ii) an ESG working group, composed of our CEO and our executive board, responsible for deliberating operations with a high degree of social, environmental and climate risk, especially in cases of controversies, and (iii) a social, environmental and climate risk working group, composed of our executive board, responsible for monitoring our exposure to social, environmental and climate risks, deliberating on exposure limits/appetite for social, environmental and climate risks and monitoring progress towards social, environmental and climate risk targets.

Additionally, we believe that the ESG agenda should not be distant from our operational areas and, therefore, we also have technical experts within some of our internal areas and controlled companies, which we call ESG chapter. We expect this will help support the integration of ESG practices into our business practices.

Our Products and Services

We sell a wide range of products and services in various combinations to our clients. We have developed these solutions to provide our clients with significant differentiation and a superior value proposition versus the legacy offerings of traditional banks.

Open Product Platform

We offer our client and partners the XP Platform, which is an open product platform that provides our clients with the broadest access to investment products in the market, ranging from our own XP-branded products to those of our partners and our competitors. We believe the open nature of our product platform is highly differentiated in the market and a key driver of the early success of XP. Traditional financial institutions in Brazil tend to favor a closed-loop models which significantly restricts the selection of investment products made available to their customers to those that were created in-house or have significant embedded costs to drive promotion. For example, these products include:

Name	Type	Description	Clients
Brokerage Securities	Investment Products	Hundreds of equity securities and futures, such as: <ul style="list-style-type: none"> • Equities, iShares, or "ETFs" and BDRs; • Dollar, Ibovespa and rate futures; and • Commodities, such as feeder cattle, coffee, soy, corn, ethanol, oil and gold. 	<ul style="list-style-type: none"> • Retail • Institutional
Fixed Income Securities	Investment Products	Over 150 fixed income securities, including: Bank Deposits: LCI, LCA, CDB, and LC; Corporate Bonds: Debentures, CRI, CRA, LF and FIDC; Sovereign Bonds: NTN-B, NTN-F, LTN, LFTs; and Interest Rate Swaps	<ul style="list-style-type: none"> • Retail • Institutional
Mutual, Hedge and Private Equity Funds	Investment Products	<ul style="list-style-type: none"> • Over 200 XP Asset Management Funds; • Over 500 third-party funds curated by XP from over 160 asset managers; and • Over 150 international funds. 	<ul style="list-style-type: none"> • Retail • Institutional

Name	Type	Description	Clients
Structured Products	Investment Products	<p>Derivatives and synthetic instruments including:</p> <ul style="list-style-type: none"> • Derivatives – Structures set up with options, using the margin as security. Can be done with Index, Dollar, Shares, Interest, feeder cattle and corn commodities; and • COE ("Structured Operations Certificate") – Instruments combining fixed and variable income elements, with returns linked to assets indices such as exchange, inflation, shares and international assets. These products appear as one single (synthetic) asset for the client, facilitating monitoring of performance and single taxation, and can have lower costs compared with investing in assets/derivatives separately. 	<ul style="list-style-type: none"> • Retail • Institutional
Credit Cards	Credit Products	We offer to our clients in both XP and Rico a Visa Infinite Credit Card free of charges and with a pioneer "Investback" program - a cash-back program that automatically invests at least 1% of every paid invoice in a liquid fixed-income fund on behalf of the customer as a reward.	<ul style="list-style-type: none"> • Retail
Loan operations/Collateralized Credit Products	Credit Products	Our platform offers hassle-free, low-interest personal loans secured on the customer's invested assets, which allows for rates below market averages. 90-day NPL is zero due to the structured nature of the credit.	<ul style="list-style-type: none"> • Retail
Retirement Plans and Life Insurance	Investment Products	<p>XP branded solutions and distribution of over 266 funds from 105 leading independent insurers and asset managers, including:</p> <ul style="list-style-type: none"> • Pension and social security funds; and • Life and travel insurance products of the main independent providers, with similar characteristics to those offered in more developed markets. 	<ul style="list-style-type: none"> • Retail • Institutional
Wealth Management Services	Investment Products	A suite of asset organization, succession planning and other services.	<ul style="list-style-type: none"> • Retail
Other Investment Products	Investment Products	<ul style="list-style-type: none"> • Real Estate funds of corporate assets logistics, retail and receivables; and • Equity and debt capital markets solutions. 	<ul style="list-style-type: none"> • Retail • Institutional

Our Marketing, Sales and Distribution

We market our brands and value-proposition through our proprietary media and we sell our products and services through our omni-channel distribution network and online portals, which are part of our self-reinforcing ecosystem that promotes XP's products and services. We believe the primarily digital, technology-enabled nature of our media and our distribution is a significant differentiator for our business and a key competitive advantage.

Proprietary Media and Digital Content

Our media and digital content is an ecosystem of portals and initiatives that aim to democratize access to financial content in Brazil. It is composed of five key initiatives: Infomoney, XP Educação, EXPERT and XP Influencers. As we empower Brazilians on how to take investment decisions more independently, we help attract, retain and monetize our clients. We attract clients by providing multiple, ongoing touch points, which we believe help build brand awareness, trust and a greater familiarity and comfort level with investing. These initiatives provide us with a strong organic flow of prospective clients and a highly efficient source of customer acquisition. With millions of users navigating through our platforms monthly, we leverage big data analytical tools and artificial intelligence technology to help create an increasingly personalized experience that helps retain clients. Our content also helps our clients navigate and evolve through their journey as investors, which we believe helps them optimize their asset allocations over time.

- **Infomoney** – acquired in 2011, Infomoney is the largest investment-related website in Latin America, with approximately 8.1 million monthly unique visitors as of December 31, 2022.
- **XP Educação** – a key part of our mission since our founding, XP Educação is a leading financial education portal in Brazil. XP Educação provides seminars, classes and learning tools to help investors, entrepreneurs and executives to evolve through their respective journeys and according to their specific needs.
- **EXPERT Platform** – our proprietary investment *phygital* content platform, comprising a research group with over 30 specialists serving retail clients in Portuguese and institutional clients in English. This group produces a wide range of content, which includes insights into fixed income, equities, funds, REITs, asset allocation, economics and politics, among others, covering from the basics to a more advanced content. Our digital research retail platform is free and has over 1.3 million monthly visitors that come to our website, which utilizes a robust SEO strategy to attract new viewers, along with educational content and in-person events.
- **EXPERT Event** – our annual conference for clients, IFAs and partners has become the largest investment event in Latin America. In 2019, we had approximately 30,000 attendees, over 180 sponsors, over 140 journalists in attendance, and over 940 news articles written about our event. Due to the COVID-19 pandemic, the 2020 event was held 100% digitally and free of charge for the first time in its history. Our EXPERT 2021, which was already considered one of the largest investment events in the world, attracted approximately 1.5 million attendees on its own digital platform, a significant increase from prior years. The event had more than 350 speakers and a total of more than 200 hours of content. In 2022, the EXPERT event was held both in-person and virtually, and had over 434,000 attendees, including over 160 sponsors, over 140 journalists, and over 2,100 news articles written about our event. EXPERT 2022 included a roster of world-renowned speakers, including former prime minister of the UK Theresa May, athlete and businesswoman Serena Williams, Oaktree Capital Management Founder Howard Marks, among many others.

Omni-Channel Distribution Network

We onboard and serve our clients through our omni-channel distribution network, which enables us to deliver our products and services through a range of proprietary channels designed to provide different levels of service and functionality. These include:

- **XP Direct** – Our full-service website and internal advisory teams focused on mass-affluent clients, which provides access to all of our products and more sophisticated functionality.
- **Rico** – Our online-only solution for self-directed investors, which provides powerful, yet convenient and easy-to-use investment services, decision-making tools and custom-designed educational software applications. These are delivered through a simple, attractive and intuitive online portal that is supported by a dedicated marketing and digital media program. On September 14, 2020, we announced the elimination of brokerage fees for online stock trades at Rico.
- **Clear** – A part of XP since 2014, Clear was first to offer zero brokerage fees in Brazil. Clear's goal is to provide its clients, both professional and novice investors, with the best investment experience at a low cost. One of Clear's main highlights is an intuitive and simple Home Broker application that allows the user to invest in various asset classes in the equities and futures market such as options, stocks, ETFs and futures contracts, among others. Clear is a 100% digital service, with innovative collateral management tools and proprietary front ends designed for retail active traders, and is integrated with the best trading platforms available in the market.
- **IFA Network** – Our proprietary distribution network of approximately 12,300 IFA partners, who solicit new clients and help us onboard them as XP clients. These IFAs are located in 2,558 offices in 242 cities across the country and form the largest independent financial advisor network in Brazil, which is a competitive advantage for XP. We believe our IFA partners choose to work with XP for a number of reasons, including: (1) our deep understanding and appreciation of the IFA business model and our promotion of IFA careers given our origins as an IFA; (2) our dedicated suite of technology tools designed to help IFAs manage their businesses more effectively; (3) our trusted brand and reach across Brazil; and (4) our proprietary market information, which can help IFAs reach and sell their services to customers more effectively.

Our Technology

Our technology is a significant competitive advantage for XP. We have developed a powerful, integrated suite of data-driven technology systems, applications, and development resources that enable us to differentiate XP in the market, manage all of our solutions, conduct all of our activities and operate with low-cost advantages and efficiencies. We are leveraging the significant technology DNA in our company, our innovation and development teams, and agile software development methods to develop a suite of new products, services and technology applications that engage and serve our clients across their financial journeys.

XP Genius Platform

Our core technology is *XP Genius*, which is an integrated, cloud-based technology platform with a modular architecture that is highly scalable and secure, and hosted in two fully redundant hot site data centers that operate with real time data synchronization. *XP Genius* enables us to:

- connect our various systems, micro-services, technologies and environments, enabling us to expand our capabilities modularly, while maintaining an efficient architecture and software code base;
- power our solutions and applications across our organization with integrated data harmonized code;
- manage our large, valuable and rapidly growing central database of proprietary data with the ability to access information in our data lake in real time;
- conduct our big data analytics and artificial intelligence initiatives, such as our online customer behavior monitoring and our machine learning techniques to identify deviations in customer information; and
- provide us with proprietary information and market insights from across our integrated ecosystem.

XP Innovation Development Teams

We have also built a dedicated innovation development program, called *XP Innovation*. These dedicated technology resources develop and support our solutions by using agile software development methods and leveraging our significant technology and data assets. These include *XP Tribes*, comprising two to three managers each, that help guide and support our development priorities across numerous projects, and *XP Squads*, comprising autonomous integrated teams of eight to ten people, including a product owner and business expert, a UX specialist, a technology leader and several developers, that collaborate to create new technologies and solutions or improve our current offerings. These teams focus on the complete customer experience, conducting client interviews, prototyping, behavior analysis and user tests. One of the most visible external examples of our technology capabilities is the suite of technology applications that we provide to our clients and partners. Our technology evolution was followed by a deeper and broader corporate transformation process, which involved the creation of business units and integrated our front-office to our foundations – back-office, middle-office and innovation teams. We believe that the main benefits of the transformation are a leaner and more efficient corporate organization that allows us to optimize decision making and execution of our projects.

XP Technology Apps

We complement and enrich our *XP Advisory* services and *XP Platform* of products by developing and offering a differentiated suite of proprietary *XP Apps* including cloud-based and mobile technology applications and tools, that are designed to be powerful, yet simple, attractive, and easy to use, with sleek user interfaces, or UX, that are comparable to the look and convenience of some of the top consumer technology products in the world. We combine some of the powerful technical capabilities of *XP Genius* with the large amount of proprietary data that flows through our systems, and the agile software development methods of our technology innovation *XP Tribes* and *XP Squads* to generate functionality and market insights that are value-added for our clients. As a result, *XP Apps* enable users to incorporate a range of activities across their customer experience journeys, such as managing their accounts, executing trades, performing custom analytics and creating custom reports.

Bull

Bull is our free, cloud-based trading platform designed for retail and institutional traders, that includes powerful data visualization, custom simulations, analytics, and advance graphics tools that can be used from any internet connected device, such as a desktop, tablet, mobile phone and smart watch. The user can analyze the main flows of the market, time and schedule trades, and conduct various forms of charting and volume and pricing analysis. In addition, the user has access to several trading tools such as *Chart Trading* and *DOM*, that can be used to run various market and performance simulations and execute trading quickly and efficiently

Rede

Rede is an IFA management solution application developed for a desktop environment, that was designed to help an IFA run its business. It provides a comprehensive suite of CRM, account management and investing tools that enable IFAs to: (1) access their customer's information; (2) manage their customer relationships; (3) monitor their clients' financial activity; (4) develop the best investment strategies for their clients based on key performance metrics; and (5) communicate with clients across a range of platforms.

HUB

HUB is an IFA management solution application, similar to Rede, but designed to help an IFA run its business on-the-go through a mobile application. HUB also provide a comprehensive suite of tools for IFAs that enable them to: (1) access client information in real time; (2) manage their CRM application and organize their schedules and meetings on the go; (3) monitor client activity, net funding and upcoming maturities; (4) quickly define and chart investment strategies remotely; and (5) communicate with clients across a range of platforms and third-party applications

WebCambio

WebCambio a customized digital wire transfer application that provides our clients with foreign exchange and remittance services. This platform integrates with the best automation services in the market, offers: (1) online FX quotes and closing prices; (2) convenient transaction controls; (3) transparent transaction and tax calculations; (4) fast currency settlement; (5) simplified contract signing; and (6) integration with XP account equity guarantees and other benefits.

XP Mobile

XP Mobile is a suite of mobile apps for various XP websites, including XP Investimentos, Clear and Rico, available in the Apple App Store and Google Play store. In the stores, XP Investimentos, Rico and Clear apps had quality ratings respectively of 4.4, 3.7 and 4.0 in the Google Play Store and 4.8, 4.7 and 4.3 in the Apple Store as of December 31, 2022.

Regarding XP Investimentos, in December 2022, 80% of our active clients logged in the platform exclusively through our apps, 16% through both our websites and apps, and 4% only through our websites. In the same period, clients logged in through our apps an average of 19 times while clients who logged in exclusively through our websites averaged 4 times.

Regarding Rico, in December 2022, 79% of our active clients logged in the platform exclusively through our apps, 19% through both our websites and apps, and 2% only through our websites. In the same period, clients logged in through our apps an average of 5 times while clients who logged in exclusively through our websites averaged 6 times.

Regarding Clear, in December 2022, 65% of our active clients logged in the platform exclusively through our apps, 12% through both our websites and apps, and 22% only through our websites. In the same period, clients logged in through our apps an average of 13 times while clients who logged in exclusively through our websites averaged 11 times.

XTAGE

XP intends for the creation of XTAGE to be a key milestone in democratizing access to the digital assets market in Brazil. Built on Nasdaq's leading trading technology, the platform started rolling out to select individual customers in July 2022, all of whom are domiciled in Brazil (and who can only access the platform subject to the satisfaction of certain KYC requirements, in accordance with industry practices and applicable Brazilian legislation, including a self-certification that they are non-U.S. persons).

In 2022, we rolled out the trading platform to 19,000 individual customers. We provide access to the trading platform directly in the existing XP technology applications, giving customers direct access to their digital assets portfolio and providing a frictionless process for them to invest through the XP app. Marketing around these launch efforts is entirely in Brazilian Portuguese and are not directed at U.S. Persons. For its marketing to existing XTAGE customers, XTAGE uses email, in-app notifications and push notifications. To drive new traffic to the platform, XTAGE uses a variety of marketing tools, including third party tools. XTAGE's marketing mainly targets retail customers in different ways and with different campaigns. While XTAGE engages in standard business analysis of data received through its marketing campaigns, it does not use any marketing optimization functions. Our revenues generated from XTAGE represented less than 0.1% of our total revenue and income for 2022. XTAGE generates revenues from the XTAGE platform by charging fees for each transaction. The fees are a fixed percentage of the Brazilian Real value of each transaction. Certain customers and market makers pay discounted fees based on their level of activity on the platform.

The new platform currently offers only trading in bitcoin, ether, matic and link. Our customers are required to fund their accounts in Brazilian reais so they can then use those funds on our XTAGE platform to purchase digital assets. Similarly, when customers wish to withdraw funds from XTAGE, they are required to sell their digital assets and transfer out the available balance in Brazilian reais. XP plans to expand XTAGE's offering to include additional types of digital assets and services, such as access to third party trading platforms and the transfer of crypto assets to and from our customers' accounts with XTAGE, as market trends and investor appetite continue to evolve, pursuant to our existing policies and procedures on the legal and regulatory permissibility of making any particular digital asset available on the new platform. These policies and procedures include whether a particular digital asset that we intend to make available on the new platform is a "security" (valor mobiliário) under Law No. 6,385/1976 and therefore subject to the jurisdiction and regulation of the Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários), or "CVM." For further information on the implications of listing, trading, custodying or engaging in other activities in a digital asset that is a "security" (valor mobiliário) under Brazilian law, see "Item 3. Certain Information—D. Risk Factors—Certain Risks Relating to Our Business and Industry—A determination that a digital asset is a "security" for purpose of the Brazilian securities laws could limit or prohibit listing, trading, custodying or engaging in other activities with that digital asset in Brazil and with or for Brazilian parties, which could adversely affect the value of that digital asset and potentially digital assets generally, and could therefore adversely impact our business, financial condition and results of operations as well as the market price of XP Shares (including in the form of XP BDRs)." and "Item 3. Certain Information—D. Risk Factors— Certain Risks Relating to Our Business and Industry—A determination that a digital asset is a "security" for purposes of the Brazilian securities laws could have adverse regulatory consequences for XTAGE and our partners, and could therefore adversely impact our business, financial condition and results of operations as well as the market price of XP Shares (including in the form of XP BDRs)."

We have in place policies and procedures that we use to analyze whether a particular digital asset should be treated as a security (valor mobiliário) for purposes of Brazilian law. Under these policies and procedures, the Company also evaluates public information about the particular digital asset and the CVM's interpretation of the Howey test that the CVM uses to determine whether a "collective investment contract" is as a security, pursuant to Law No. 6,385/1976. The Company's legal department classifies each digital asset under consideration as "low," "medium" or "high" risk of being considered a security in Brazil. Even if the Company determines that there is a "low" risk of a particular digital asset being considered a security, the Company may still engage outside counsel for their legal analysis in support of such a determination. If any digital asset is classified as "medium" or "high" risk, the Company will always obtain the advice of outside counsel as to whether the Company would have good arguments to support a conclusion that the particular digital asset should not be considered a security. The Company has assessed that all digital assets currently listed on XTAGE are at "low" risk of being considered a security under Brazilian law. XP's analysis is not binding on regulators or court in Brazil.

The Company's onboarding and know your customer ("KYC") process is consistent with the process required by Brazilian law for similar financial institutions. Specifically, each potential customer is required to (1) provide his or her name, (2) provide his or her Brazilian tax ID number (the "CPF" number), which is the Brazilian equivalent to a social security number, (3) upload his or her Brazilian identity card, Brazilian driver's license, or Registro Nacional de Estrangeiros (RNE), a form of ID available only to non-Brazilian citizens with a permanent visa in Brazil. If a potential customer does not certify to being a non-U.S. Person, and does not provide the information described in (1)-(3) above, he or she will not be able to use the XTAGE platform. The Company then validates the information provided with third-party bureaus and identity verification services. Certain potential customers may be required to submit additional documentation if there are difficulties verifying their information, and all potential customers are required to pass a biometric facial process.

A new XTAGE customer is required to fund their account by transferring Brazilian reais from their personal Banco XP account to an account also at Banco XP in the name of XTAGE for the benefit of XTAGE's customers. Once a customer's XTAGE account is funded, the XP mobile app shows their XTAGE account as credited with Brazilian reais. Customers can then transact on the XTAGE platform; all initial transactions are purchases of a digital asset because a customer's XTAGE account is, at inception, funded only with Brazilian reais and customers are not permitted to short sell digital assets on the XTAGE platform. To purchase or sell a digital asset, a customer chooses a digital asset, indicates whether he or she would like to buy or sell and inputs the desired quantity. Customer orders are matched with a market maker, an XP Entity or, in case the XP Entity is unavailable, Parfin, which acquire their crypto assets from well-known crypto exchanges. The customer account is then credited the digital asset and debited Brazilian reais; when a customer sells a digital asset, the customer account is debited the digital asset and credited Brazilian reais. The customer can see his or her updated balance on the XTAGE app.

When a market maker sells a digital asset to a customer on the XTAGE platform, the market maker delivers that digital asset on-chain to an XTAGE wallet at Parfin. XTAGE then will transfer digital assets from the Parfin wallet to a cold wallet held by BitGo for operational and security purposes such that the composition of digital assets held in warm or cold wallets is approximately 20% in warm to 80% in cold storage. XTAGE anticipates a greater proportion of digital assets being held in cold wallets in the coming months.

In Brazil, only financial institutions authorized by the Brazilian Central Bank (Banco Central do Brasil) may custody Brazilian reais, as only such institutions may transfer Brazilian reais on behalf of another person or entity. Transfers of digital assets (other than digital assets that are securities) do not require any license in Brazil.

Nasdaq Services Agreements

On September 16, 2021, we entered into a master services agreement with Nasdaq Technology AB, or "Nasdaq AB," for (i) our trading services, or the "Trading Platform Agreement;" and (ii) our market surveillance services, or the "Market Surveillance Agreement" (and together with the Trading Platform Agreement, the "Nasdaq Agreements"). We don't expect to incur capital expenditures in connection with the Nasdaq Agreements other than standard onboarding fees.

Pursuant to the Trading Platform Agreement, Nasdaq AB has undertaken to develop a digital environment to allow us to connect our application programming interface with Nasdaq's system, enabling the trading of digital assets on our platform. Pursuant to the Trading Platform Agreement, we have agreed to pay to Nasdaq AB an onboarding fee, a monthly service fee payable annually as from the date the platform goes live, and a variable fee based on the daily trading volume of all digital assets, as from the beginning of the third year of the Trading Platform Agreement. The monthly fee contemplates a minimum number of transactions per second and the parties can agree to increase capacity for an additional variable monthly fee based on transaction volume.

Furthermore, pursuant to the Market Surveillance Agreement, Nasdaq AB has agreed to monitor our marketplace through its proprietary applications, including to provide support services for platform testing and alert analysis and provide reporting services to facilitate the ongoing cloud monitoring of the sale and purchase of digital assets on the XTAGE platform. Nasdaq AB also provides cloud operation tools and related technical support. Pursuant to the Market Surveillance Agreement, we have agreed to pay to Nasdaq Market Surveillance an onboarding fee, an annual service fee and a variable monthly fee based on the average daily trading volume on the XTAGE platform during the period. The annual service fee is subject to an annual increase.

Moreover, pursuant to the Nasdaq Agreements, Nasdaq AB has agreed to certain information security obligations and service level requirements as provided for in the Nasdaq Agreements. The parties have also agreed to indemnify each other upon the occurrence of certain events, subject to certain limitations on liability. The Nasdaq Agreements have an initial term of five years: (i) the Market Surveillance Agreement is renewable for one additional year; and (ii) the Trading Platform Agreement is automatically renewed for successive three-year terms unless either party provides at least six months prior written notice of non-renewal. The Nasdaq Agreements may be terminated by either party upon the occurrence of certain customary termination events and/or material breaches, including a failure to pay amounts due and bankruptcy proceedings.

BitGo Custodial Services

On March 1, 2022, XTAGE entered into a custodial services agreement, the "BitGo Agreement," with BitGo Trust Company, Inc., or "BitGo." BitGo provides XTAGE with custodial services, including holding digital assets in cold storage controlled and operated by BitGo. In this context, cold storage means that the private keys that permit the transfer of digital assets to another blockchain address are held on a device that is not connected to the internet. As of October 31, 2022, approximately 75% of the digital assets credited to accounts on the XTAGE platform were held by BitGo pursuant to the BitGo Agreement in cold storage, with the remaining 25% held by Parfin subject to the arrangement described below. The Company anticipates a greater proportion of digital assets being held in cold wallets in the coming months.

Under the BitGo Agreement, BitGo must (i) segregate all digital assets received from XTAGE pursuant to the BitGo Agreement from both the property of BitGo and from BitGo's other customers, (ii) maintain a business continuity plan that will support its ability to conduct business in the event of a significant business disruption, (iii) maintain specified information security and service level requirements, (iv) maintain full and accurate books and records relating to our accounts and its services to us, (v) grant access during normal business hours to us and any regulatory or governmental authority that requires access to such books and records, and (vi) use reasonable best efforts to keep in safe custody all digital assets and keys in BitGo's custody pursuant to the BitGo Agreement, including preventing unauthorized access to, or use of, keys in BitGo's custody. BitGo provides XTAGE with the on-chain addresses in which it custodies digital assets pursuant to the BitGo Agreement, through which XTAGE can verify transfers to and from the BitGo custody accounts, and the resulting balances in the BitGo custody accounts, on-chain.

As our custodian, BitGo, not XTAGE, holds the private keys that permit the transfer of digital assets held through the XTAGE platform to another blockchain address. Signing a transaction from a cold storage wallet is a rigorous and carefully scrutinized process. The cold storage wallets use keys that are secured offline in purpose-built, Class III bank vaults in undisclosed locations. Each instruction to BitGo to use these keys requires the involvement of multiple individuals (multi-signature) and two forms of identification (two-factor authentication). BitGo may take a longer time to verify security processes for larger transaction instructions. Moreover, BitGo has policies and procedures for changing personnel, restoring systems in the event of local failures and audit logging and access controls.

The service fees charged by BitGo to XTAGE are calculated monthly based on the average U.S. dollar value of XTAGE assets under custody with BitGo. BitGo has agreed to provide statements of accounts to XTAGE at least once per quarter. Furthermore, BitGo has agreed to obtain and maintain insurance coverage from a reputable and substantial insurance company in such types and amounts as are commercially reasonable for BitGo's services, including insurance against loss or theft of any of our or our customers' digital assets, to a maximum level of US\$250 million. Because the inspection rights of BitGo's insurance providers are provided in BitGo's agreements with its insurance providers, XTAGE is unaware of any inspection rights held by any insurance providers. XTAGE's agreements do not provide that information.

Parfin Custodial Services

On April 25, 2022, XTAGE entered into a master services agreement with Parfin Pagamentos Ltda., or "Parfin," which is also a third-party digital asset custodian for XTAGE, or the "Parfin Agreement."

Some of the digital assets listed on the XTAGE platform are held at Parfin to enable XTAGE to offer its services without the need to frequently access the digital assets. XTAGE holds in cold storage at BitGo. These assets are not held in cold storage, but instead in what are generally referred to as warm wallets. As of December 31, 2022, approximately 20% of the digital assets on the XTAGE platform were held by Parfin in warm wallets pursuant to the Parfin Agreement. The Company anticipates a smaller proportion of digital assets being held in these warm wallets in the coming months.

Under the Parfin Agreement, Parfin must (i) segregate all digital assets received and held by it pursuant to the Parfin Agreement from both the property of Parfin and its other customers, (ii) refrain from pledging or hypothecating any digital assets received pursuant to the Parfin Agreement under its custody, (iii) maintain a plan for continuity of business to support the services rendered, including appropriate risk controls and disaster recovery plans and (iv) maintain information security and ensure the fulfillment of requirements of service levels specified under the Parfin Agreement. Parfin is a SOC 2 Type II certified company, and adheres to SOC 2 Type II security and governance standards and procedures for storing the private keys of customers' digital assets. In addition, Parfin has a partnership with a third-party to store a back-up private access key, which could be used to retrieve access to our customers' assets in case of any breach of Parfin systems.

The service fees charged by Parfin to XTAGE are calculated monthly based on the average U.S. dollar value of XTAGE assets under custody with Parfin. Parfin is not required to maintain an insurance policy, but is required to indemnify us for breaches caused by its negligence, subject to the limitations of liability provided in the Parfin Agreement.

Our Support Functions

In order to provide, fulfill and support our products, services and platforms, we have built a robust yet efficient operations organization that leverages our technology to onboard our clients, provide high-quality customer support and conduct our fraud prevention and risk management. These support functions include:

Our Customer Onboarding

Our client onboarding process is primarily a digital experience and highly efficient. Prospective clients must register on a web based platform and enter their basic identification information, such as a name, date of birth and government ID number, as well as their residential address and financial data, such as monthly income and total assets. This process is highly efficient and compliant with Brazilian banking regulation and international anti-money laundering and know-your-customer best practices. All information registered by our prospective clients is verified and validated through third-party data services that integrate automatically with our systems through our API applications. On average, this validation procedure takes less than two minutes to be completed and for prospective clients to be informed whether their application was successful or not. Today, we believe 94% of prospective clients are automatically approved and have their accounts opened through this process.

Once a client account is opened, the client is able to login to the platform and respond to the suitability questionnaire. Based on their answers, clients will be informed about their investment profile classification and the products suitable to their profiles. Once the suitability process is completed, clients are able to browse the website, get information of all types of investments available, transfer money to their XP accounts and proceed with investments.

Our Customer Support

Our customer support organization serves our clients across multiple brands and channels providing support online or by phone through our efficient automated technology tools, client relationship personnel and help desk personnel. Our customer support organization professionals are highly trained and have the appropriate market certifications to interact with clients about our financial products and services. Our customer support personnel are also encouraged to continue to enhance their training and raise their qualification levels through in-house courses and additional financial certifications.

For customers of our XP-branded services, such as those that reach us through XP Direct or our IFA network, we provide dedicated support depending on the customer profile. For example, depending on the client profile, our first level of support may be a dedicated advisor, who maintains a close relationship with the client, understands their needs and offers solutions to any questions they have or issues they want to resolve. Our second level of support may be our centralized help desk personnel that are available to answer any operational and technical questions about a client's account via telephone, chat and email. For customers of our Rico and Clear branded online services, our first level of support may be our automated technology tools, such as our self-help tools and chatbots. Our second level of support may be our specialized help desk personnel, who can be reached online, through email and dedicated communication tools, such as online chats and a dedicated WhatsApp application, as well as via telephone.

We closely measure our clients' satisfaction and overall happiness with our services, across all of our brands, through quality indicators and surveys such as NPS and CSAT. These metrics are directly linked with our internal customer support personnel evaluation and compensation, which we believe reinforces our team alignment and commitment to providing high-quality customer service. We are also highly focused on delivering a highly positive overall client experience and intend to continue investing in this area. We have a specific team of professionals that are dedicated to coordinating client experience improvement projects across each point of customer contact throughout our company.

Our Fraud Prevention and Risk Management

Our fraud prevention and risk management operations are primarily managed by three different groups that are staffed with more than 101 employees dedicated to auditing and mitigating our company risk exposure. This team is composed of highly qualified personnel that come from a variety of backgrounds in other areas, such as telecommunications, credit card issuing, merchant acquiring, banking and the stock market. They are completely independent from our business functions and report directly to our Chief Risk Officer. These groups include:

- *Corporate Risk* – this group is focused on identifying, classifying and mitigating operational, reputational, environmental and strategic risks, including any potential internal fraud;
- *Financial Risk* – this group is focused on monitoring our financial positions and managing our exposure to liquidity risk, market risk, and credit risk; and
- *Fraud Prevention* – this group is comprised of fraud experts, data scientist, database administrators, investigators and regulator staff, who focus on managing our antifraud strategy and ensuring the legitimacy of client transactions; their work entails: (1) detecting and preventing potential external fraud with different models of client authentication, such as user logins; (2) managing our transaction verification services; (3) monitoring financial advisors activities; (4) employee and partner fingerprinting; (5) managing our data tokenization and token management technology; and (6) managing our biometric facial recognition technology, among others.

Competition

The Brazilian financial services industry is highly competitive and fast-changing. The markets for our solutions continue to evolve and are competitive in the asset classes, products and geographies in which we operate. We face competition to acquire customers from a variety of traditional and nontraditional financial institutions. Our primary competitors are traditional financial institutions, including Itaú Unibanco, Bradesco, Caixa, Banco do Brasil and Santander. We also face competition across business units, particularly from other financial services companies such as Nubank, Banco Inter, BTG Pactual and Guide, among others. Other potential competitors are other providers in some specific categories, such as asset management firms, insurance companies, investment banking firms, institutional brokerage firms, private banking and wealth management firms, digital banks and research reports providers.

The most significant competitive factors in this business line are prices as well as the quality, reliability, security and ease of our platform and solutions. We believe that our comprehensive products and services and geographic reach increasingly differentiate us from other market participants.

For information on risks relating to increased competition in our industry, see "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—If We Cannot Make the Necessary Investments to Keep Pace with Rapid Developments and Change in Our Industry, the Use of Our Services Could Decline, Reducing Our Revenues," and "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—Substantial and Increasingly Intense Competition Within Our Industry May Harm Our Business."

Seasonality

We have experienced in the past, and expect to continue to experience, seasonal fluctuations in our revenues. Historically, our revenues have been strongest during the second and the last quarter of each year as a result of performance fees of mutual funds from both our own asset management business as well as third-party funds distributed through our platform. Adverse events that occur during those periods could have a disproportionate effect on our results of operations for the entire fiscal year. In addition, we are also impacted by the number of business days in each quarter, which affects our trading and brokerage businesses. As a result of quarterly fluctuations caused by these and other factors, comparisons of our results of operations across different fiscal quarters may not be accurate indicators of our future performance.

Regulatory Overview

We are subject to government authorizations in the jurisdictions in which we operate and conduct our activities.

Our Regulatory Position

Three of our subsidiaries, XP CCTVM, Banco XP S.A., or "Banco XP," and XP DTVM perform activities that are subject to regulation in Brazil by the Central Bank. required by the applicable Brazilian regulation, they must possess authorizations from the Central Bank in order to operate, as follows:

- XP CCTVM is authorized by the Central Bank to (1) be constituted and operate as a securities broker; (2) carry out operations in the foreign exchange market; and (3) receive direct or indirect foreign investments of up to 100% of its capital stock.
- Banco XP is authorized by the Central Bank to operate as a multi-purpose bank. On October 10, 2019, the board of officers of the Central Bank granted Banco XP authorization to operate as a multi-purpose bank, with both commercial and investment bank activities, as well as to carry out transactions in the foreign exchange market. The authorization was published in the National Official Gazette (Diário Oficial da União) on October 11, 2019. On November 13, 2019, the Central Bank authorized direct or indirect foreign investments in Banco XP of up to 100% of its capital stock.
- XP DTVM is authorized by the Central Bank to, among other activities, carry out public offering and distribution of bonds and securities, provide securities portfolio management services and carry out operations in the foreign exchange market.

Seven of our subsidiaries, XP CCTVM, XP DTVM, XP Gestão, XP Advisory, XP Vista, XP PE and XP Allocation perform activities that are subject to regulation in Brazil by CVM. As required by the applicable Brazilian regulation, they are authorized to operate by the CVM, as follows:

- XP CCTVM is authorized to provide securities broker dealer services, securities portfolio management services (exclusively to its own proprietary portfolio) and securities custody services;
- each of XP DTVM, XP Gestão, XP Advisory, XP Vista, XP Allocation and XP PE are authorized to provide securities portfolio management services.

Two of our subsidiaries, XP Investments and XP Advisory US, Inc., or "XP Advisory US," perform activities that require registration with and regulation by appropriate regulatory authorities in the United States, as follows:

- XP Investments is (1) registered as a securities broker-dealer with the SEC and in twenty-six U.S. states and territories; (2) registered with the U.S. Commodity Future Trading Commission, or the "CFTC," as an introducing broker; and (3) a member of the Financial Industry Regulatory Authority, or "FINRA," and the National Future Association, or the "NFA," self-regulatory organizations overseen by the SEC and the CFTC, respectively; and
- XP Advisory US became registered as an investment adviser with the SEC on January 30, 2019. XP Advisory US was previously registered as an investment adviser in the state of Florida.

One of our subsidiaries, XP Private Holding UK Ltd., or "XP Private UK," performs advisory services as an appointed representative acting as an agent for New Europe Advisers Ltd., or "NEA," which is duly authorized and regulated by the Financial Conduct Authority, or "FCA," subject to the terms and conditions set forth in the Appointed Representative Agreement signed on April 28, 2016. On June 28, 2019, we sent a notice of termination of the Appointed Representative Agreement to New Europe Advisers Ltd. which became effective on September 30, 2019, in order to concentrate our efforts in the private and wealth management business in Switzerland through our Swiss subsidiary, XP Private (Europe) SA.

One of our subsidiaries, XP Investments UK LLP, performs activities that are subject to regulation by the Financial Conduct Authority. As required by the applicable regulation, it is authorized and regulated by the FCA and has sufficient permissions to carry out its business, including operating as an Organized Trading Facility, or "OTF."

Two of our subsidiaries, XP Corretora de Seguros Ltda., or "XP CS," and XP VP, perform activities that are subject to regulation by SUSEP. As required by the applicable regulation, both have obtained authorizations to operate from SUSEP, as follows:

- XP CS, our insurance broker-dealer, is authorized to operate as an insurance brokerage; and
- XP VP, our insurance company, is authorized to operate life insurance and private retirement plans.

Regulatory Environment in Brazil

Our main subsidiaries in Brazil are subject to extensive regulation, such as those applicable to banks (in the case of Banco XP), securities and foreign exchange brokers (in the case of XP CCTVM), securities portfolio managers (in the case of XP Gestão, XP Advisory, XP PE, XP Allocation Asset Management Ltda. and XP Vista), insurance companies and insurance brokers (in the case of XP VP and XP CS, respectively).

We offer various financial and capital markets services; in particular, we conduct activities related to banking, underwriting, brokerage services, portfolio management and insurance.

Legislation Applicable to Financial Institutions and Portfolio Managers in Brazil

The current Brazilian banking and financial institutional system was established by Law No. 4,595 of December 31, 1964, as amended, or the "Banking Law."

The Banking Law laid out the structure of the national financial system, which is made up of the CMN, the Central Bank, Banco do Brasil S.A., the National Bank for Economic and Social Development – BNDES, or the "BNDES," and other public or private financial institutions. While the following entities do not fall under the purview of the Banking Law, they play key roles in the financial system: the CVM, SUSEP, the National Superintendency of Retirement Plans (*Superintendência Nacional de Previdência Complementar*), or "PREVIC;" the CNSP, and the National Council for Retirement Plans (*Conselho Nacional de Previdência Complementar*), or "CNPCC."

Law No. 4,728 of July 14, 1965, as amended, or "Law No. 4,728/65," regulates Brazilian capital markets through setting standards and various other mechanisms. Further, pursuant to Law No. 6,385 of December 7, 1976, as amended, or "Law No. 6,385/76," the distribution and issuance of securities in the market, trading of securities and settlement and/or clearance of securities transactions all require prior authorization by the CVM. The banking and capital markets regulatory framework in Brazil is further supplemented by the regulation issued by CMN, CVM and the Central Bank, and self-regulation policies, such as those issued by various associations, over-the-counter organized markets and securities exchanges, that govern their members and participants, (for example, B3, the Brazilian Association of Financial and Capital Markets Entities, or "ANBIMA," and the Brazilian Association of Investment Analysts, or "APIMEC"). The incorporation and operation of financial institutions in Brazil depend on prior authorization from the Central Bank (under Decree No. 10,029 of September 26, 2019, the Brazilian Executive Branch granted authority to the Central Bank to approve foreign investments in financial institutions. Such decree was further regulated by Circular No. 3,977 of January 22, 2020), and are also subject to oversight from the CVM when they participate in the Brazilian capital markets (such as XP CCTVM).

Financial institutions in Brazil can operate under various forms—such as commercial banks, investment banks, credit, financing and investment companies, cooperative banks, leasing companies, securities brokerage companies, securities distributor companies, real estate credit companies, mortgage companies, among others—all of which are regulated by different rules issued by the CMN, the Central Bank, and, if such financial institutions participate in capital markets activities, the CVM. In addition, like financial institutions, stock exchanges are also subject to CMN, the Central Bank, and the CVM approval and regulation as well in accordance with Law No. 4,728/65.

Pursuant to Banking Law, CMN Resolution No. 4,970 of November 25, 2021, as amended, or "CMN Resolution No. 4,970," and CMN Resolution No. 5,008 of March 2, 2022, as amended, or "CMN Resolution No. 5,008," financial institutions that are securities brokerage firms (such as XP CCTVM) must seek approval from the Central Bank and, in certain cases, the CVM when appointing managers (including directors, officers and members of certain statutory boards, such as fiscal councils). According to Law No. 4,728/65, for securities brokerage firms (such as XP CCTVM), managers are subject to further restrictions and are prohibited from working for or fulfilling any administrative, advisory, tax or decision-making positions at entities listed on the Brazilian stock exchange. In addition, managers of XP CCTVM are prohibited from filling managerial functions in other brokerage firms authorized to carry out foreign exchange transactions pursuant to CMN Resolution No. 5,009 of March 24, 2022. However, Banco XP, our multi-purpose bank, is authorized to carry out foreign exchange transactions. For additional information, please see "—Multi-Purpose Banks".

According to CMN Resolution No. 5,043 of November 25, 2022, with the exception of (1) equity interests typically held in proprietary investment portfolios by investment banks, development banks, development agencies (*agências de fomento*) and multiservice banks (*bancos múltiplos*); and (2) temporary equity interests not categorized as permanent assets (*ativos permanentes*) and not subject to consolidation by the financial institution, financial institutions must receive prior authorization from the Central Bank to hold capital interest of other companies. In order to receive authorization, the financial institutions' activities must justify the need to hold capital interest for other companies; however, should the financial institutions participate in underwriting activities falling under certain exceptions established by the CMN, they will not need to provide justification.

In addition, as a principle, according to the Banking Law, Brazilian financial institutions are banned from granting loans or cash advances to their managers (officers, directors, and members of advisory boards, as well as their relatives). Certain exceptions to such restrictions are set forth in CMN Resolution No. 4,693 of October 29, 2018.

Furthermore, XP CCTVM and XP VP are required to maintain certain levels of regulatory capital, as determined by the Central Bank and SUSEP, respectively. For further information, see note 36 to our audited consolidated financial statements included elsewhere in this annual report.

Securities Brokerage Firms

Securities trading in stock exchange markets shall be carried out exclusively by securities brokerage firms (such as XP CCTVM) and certain other authorized institutions. Brokerage firms are part of the national financial system and are subject to regulation by and the oversight of the CMN, the Central Bank and the CVM. Securities brokerage firms must be authorized by the Central Bank to trade on the stock exchange market. Among other roles, securities brokerage firms and certain other authorized institutions can act as underwriters in the public offering of financial instruments and may participate in the foreign exchange trades in any foreign exchange market, subject to certain limitations, as set forth in Central Bank regulations.

Brokerage firms are regulated by CMN Resolution No. 5,008, which allows brokerage firms to participate, among others, in the following activities: (1) trading in stock exchanges; (2) underwriting; (3) intermediating public offerings; (4) managing investment portfolios; and (5) intermediating foreign currency trades. In addition to CMN Resolution No. 5,008, brokerage firms are subject to regulations from the CVM.

Under the rules set forth by the Central Bank, brokerage firms (such as XP CCTVM) cannot execute transactions that may result in loans, facilities or cash advances to their clients, including through synthetic transactions (such as assignment of rights), with the exception of margin transactions and other limited transactions.

Moreover, brokerage firms can neither charge commissions in connection with trades during primary distribution, nor purchase real property, except for their own use or as payment under "bad debts" (in which case, the asset must be sold within a year).

Third-Party Funds Management

XP Gestão, XP Advisory, XP Vista, XP PE Gestão de Recursos Ltda., XP Allocation Asset Management Ltda. and XP LT are asset managers licensed to operate by, and subject to the rules and oversight of, the CVM, pursuant to Law No. 6,385/76 and CVM Resolution No. 21 of February 25, 2021, as amended, or "CVM Resolution No. 21." XP LT is currently an inactive company and it's not providing any services.

CVM Resolution No. 21 defines asset/portfolio management activities as professional activities directly or indirectly related to the operation, maintenance and management of securities portfolios, including the investment of funds in the securities market on behalf of clients.

CVM Resolution No. 21 provides for two categories of asset managers: (1) trustee administrator and/or (2) portfolio manager. XP Gestão, XP Advisory, XP Vista and XP PE Gestão de Recursos Ltda. and XP Allocation Asset Management Ltda. are registered as portfolio managers. To be authorized by the CVM to engage in such activity, legal entities that operate as asset managers must (1) have a registered office in Brazil; (2) have securities portfolio management as a corporate purpose and be duly incorporated and registered with the National Register of Legal Entities – CNPJ; (3) have one or more officers duly certified as asset managers as approved by CVM to take on liability for securities portfolio management, pursuant to CVM Resolution No. 21; (4) appoint a compliance officer and a risk management officer; (5) be controlled by reputable shareholders (direct and indirect), who have not been convicted of certain crimes detailed in article 3, VI of CVM Resolution No. 21; (5) not be unable or suspended from occupying a position in financial institution or other entities authorized to operate by the CVM, the Central Bank, SUSEP or PREVIC, and not have been banned from asset management activities by judicial or administrative decisions; (6) put in place and maintain personnel and IT resources appropriate for the size and types of investment portfolio it manages; and (7) execute and provide the applicable forms to the CVM so as to prove its capacity to carry out such activities, pursuant to CVM Resolution No. 21. Under CVM Resolution No. 21, asset management must, among other requirements, conduct their activities in good faith, with transparency, diligence and loyalty with respect to their clients and perform their duties with the aim of achieving their investment objectives. This same regulation requires asset managers to maintain a website, with extensive current information, including, but not limited to, (1) an updated annual filing form (formulário de referência); (2) a code of ethics; (3) rules, procedures and a description of internal controls in order to comply with CVM Resolution No. 21; (4) a risk management policy; (5) a policy of purchase and sale of securities by managers, employees and the company; (6) a pricing manual for assets from the securities portfolios managed by such asset manager, even if the manual has been developed by a third party; and (7) a policy of apportionment and division of orders among the securities portfolios.

Moreover, under CVM Resolution No. 21, asset management firms are forbidden from (1) making public assurances of profitability levels based on the historical performance of portfolio and market indexes; (2) modifying the basic features of the services they provide without following the prior appropriate procedures under the asset management agreement and regulations; (3) making promises as to future results of the portfolio; (4) contracting or granting loans on behalf of their clients, subject to certain exceptions set out in regulation; (5) providing a surety, corporate guarantee, acceptance or becoming a joint obligor in any other form, with respect to the managed assets; (6) neglecting, under any circumstances, the rights and intentions of the client; (7) trading the securities from the portfolios they manage with the purpose of obtaining brokerage revenues or rebates for themselves or third parties; or (8) subject to certain exceptions set out in the regulation, acting as a counterparty, directly or indirectly, to clients.

IFAs

The activity of IFAs (*agentes autônomos de investimentos*) is regulated by CVM Resolution No. 16 of February 9, 2021, as amended, or "CVM Resolution No. 16," and Comment Letter No. 4/2018-CVM/SMI, until June 1, 2023, when CVM Resolution No. 178 is expected to become effective. Pursuant to such rules, IFAs are individuals, acting agents and representatives for an institution integrating securities distribution systems, registered with the CVM to conduct client development and attraction, to receive and register orders and transmit such orders to the appropriate trading or registration systems and to provide information and recommendation on the products offered and on the services provided by the institution that hired them. Although they are individuals, CVM Resolution No. 16 allows IFAs to carry out their activities through an unlimited liability partnership (*sociedades simples*) or sole proprietorship (*firma individual*), incorporated for this specific purpose, which must also be registered with the CVM. Upon effectiveness of CVM Resolution No. 178, IFAs shall be allowed to provide complementary services to clients, as long as they don't conflict with their main services, being prohibited however, to provide portfolio management, securities consultancy and securities analysis services. The IFAs must be engaged by an institution integrating the securities distribution system and, according to CVM Resolution No. 178, IFAs will not be required to act on an exclusivity basis and may be engaged by multiple institutions, although exclusivity may still be agreed contractually among the parties.

In carrying out their services, the IFA must act with integrity, good faith and professional ethics, applying the care and diligence expected from a professional in its position, with respect to clients and its employer.

The brokerage firms are responsible for verifying their respective IFAs and for overseeing their activities and compliance with the applicable law. They may even be held responsible for malpractice or misconduct by such agents acting in their capacities as such.

Multi-Purpose Banks

According to CMN Resolution No. 2,099 of August 17, 1994, Brazilian multi-purpose banks (such as Banco XP) are subject to extensive and continuous regulatory scrutiny by Brazilian authorities. Multi-purpose banks conduct at least two types of banking activities, provided that at least one of such activities falls into either the category of commercial or investment banking. Banking regulation is enforced by the relevant government entities and regulators with the goal of controlling credit availability and reducing or increasing consumption.

Certain controls are temporary in nature and may vary from time to time in accordance with the relevant government's or regulator's credit policies, including:

- minimum capital requirements;
- compulsory reserve requirements;
- lending limits and other credit restrictions; and
- accounting and statistical requirements.

The following rules are applicable to multi-purpose banks, such as Banco XP:

- they shall ensure the adequacy of products and services for customers' needs, interests and objectives, as well as the integrity, reliability, security and confidentiality of transactions, services and products;
- they may not own real estate other than the property they occupy, unless they take possession of real estate in satisfaction of a debt or when expressly authorized by the Central Bank, subject to certain CMN rules. Moreover, the total amount of fixed assets must be limited to 50.0% of the institution's regulatory working capital;
- they shall comply with the principles of selectivity, guarantee, liquidity and risk diversification;
- financial institutions are prohibited from granting loans or advances without an appropriate agreement formalizing such debt;
- financial institutions may not grant loans to, or guarantee the transactions of, their affiliates, except in certain limited circumstances (see "—Other Rules — Transactions with Affiliates" below);
- the registered capital and total net assets of financial institutions must be compatible with the rules governing share capital and minimum capitalization enforced by the Central Bank for each type of financial institution; and
- financial institutions shall maintain internal policy and procedures governing their relationships with clients and users of their products and services.

In recent years, CMN has issued rules with the intention of modernizing financial services and retail banking. On September 26, 2019, CMN issued Resolution No. 4,753 as amended, or "CMN Resolution No. 4,753", which, effective as of January 1, 2020, replaces and consolidates a series of sparse CMN Resolutions dealing with the opening of bank accounts, which were issued over the years due to changes made to enable the creation of new products and services for specific public/clients, such as the rules applicable to "simplified accounts," previously governed by CMN Resolution No. 3,211 of June 30, 2004, and CMN Resolution No. 4,480 of April 25, 2016, as amended, which used to regulate the opening and closing of bank deposit accounts by Brazilian residents through the exclusive use of electronic means and set forth terms and conditions applicable thereto. In addition, CMN Resolution 4,949 of September 30, 2021, effective as of March 1, 2022, sets forth procedures to be adopted by financial institutions with respect to client relationship.

Aiming to enable the use of more modern and efficient technology for the purpose of attracting new customers through electronic service channels, a process known as digital onboarding, CMN Resolution No. 4,753 removed from the regulatory framework several existing restrictions arising from the adoption of procedures relating to physical handling of documents, such as the requirement that the identification and location details of the client should be physically checked, as previously contained in Resolution No. 2,025, of 1993. The Central Bank acknowledged that there currently are more efficient and secure ways of verifying data by electronic means, which reduces administrative costs.

The integration of modern technology such as Application Programming Interfaces, or "APIs," big data and blockchain/DLT, has incentivized the CMN and the Central Bank to develop new rules in connection with Agenda BC+. The regulatory framework tends to evolve accordingly. With this aim in mind, regulatory authorities are striving to create technological solutions that would plug the gaps from traditional inefficiencies in the banking system. The regulators have expressed significant interest in the benefits and efficiencies that such technology may bring to the banking industry and to its financial inclusion strategies.

According to CMN Resolution No. 4,893 of February 26, 2021 (which replaced previous cybersecurity regulations such as CMN Resolution No. 4,658 of April 26, 2018, as amended by CMN Resolution No. 4,752, of September 26, 2019), financial institutions and other institutions authorized to operate by the Central Bank must implement cybersecurity policies in order to ensure the integrity of their data systems. Under such Resolution, which regulates cybersecurity policies and the requirements for contracting data processing, storage and cloud computing services, covered institutions are required to appoint an officer who will be responsible for implementing and overseeing cybersecurity policy, and to adopt procedures and controls to prevent and respond to cybersecurity incidents.

The Cybersecurity Regulation also requires relevant institutions to provide an annual report to the Central Bank disclosing any cybersecurity incidents as well as remediation efforts. In addition, communication to the Central Bank is required should any third-party service providers be hired for data processing, storage and cloud computing services. When services are rendered abroad, there are additional requirements for contracting, including the existence of a cooperation agreement between the Central Bank and the supervisory authority of the foreign country, or, absent such cooperation agreement, such contracting is subject to the prior approval of the Central Bank.

Last year, the SUSEP, the CVM and the Central Bank issued regulation approving a regulatory sandbox model in Brazil. The implementation of such a regulatory regime is expected to promote the development of more inclusive and higher quality products and services and to foster constant innovation in the financial, security and capital markets.

Securities Analysts

The activity of securities analysts (*analista de valores mobiliários*) is regulated by CVM Resolution No. 20, of February 25, 2021, and by CVM Circular Letter No. 2/2019/CVM/SIN, of March 1, 2019 and by CVM Circular Letter No. 13/2020/CVM/SIN of November 11, 2020. Pursuant to such rules, securities analysts are individual legal entities that, on a professional basis, prepare analyst reports for publication, disclosure or distribution to third parties, even if limited to certain clients. For purposes of CVM Resolution No. 20, "analyst reports" mean any texts, follow-up reports, studies or analyses regarding specific securities or issuers that may assist or influence investors in the investment decision process.

Securities analysts must be registered before a certifying entity duly authorized by CVM. Currently, the certification of securities analysts is carried out by APIMEC, which also serves as a self-regulatory entity for securities analysts.

In carrying out its services, securities analysts must act with integrity, good faith and professional ethics, and the analysts' reports must be prepared by the analyst applying the care and diligence expected from a professional in its position.

As set forth in CVM Resolution No. 20, except in relation to the cases set forth therein, securities analysts (both individuals and legal entities) and other professionals that effectively participate in the preparation of the reports, are prohibited from the following activities:

- issuing analyst reports aiming to obtain, for itself or for third parties, unfair advantages;
- omitting information about conflicts of interest in analyst reports;
- trading, on behalf of themselves or of third parties, securities covered by the analysts' reports or derivatives backed in such securities for a period of 30 days prior to and five days after the disclosure of the analyst report about such security or its issuer;
- trading, on behalf of themselves or of third parties, securities covered by the analyst reports or derivatives backed in such securities in the opposite direction of the recommendations or conclusions expressed in the analyst reports for (1) six months as of the disclosure of such report; or (2) until the disclosure of a new report about the same issuer or security, if such disclosure occurs within the six-month period mentioned above;
- participating, directly or indirectly (1) in any activity related to the public offering of securities, including sales efforts involving products or services related to the capital markets and efforts for prospecting new clients or jobs; (2) in the structuring of financial products and securities; and (3) in any activity related to M&A financial consulting; and
- disclosing the analyst reports or their content, even partially, to persons that are not part of the analyst team, in particular the issuer or the securities the subject of the analyst report before its publication, disclosure or distribution through the proper channels.

Securities analysts operating as legal entities are responsible for declaring in a clear and highlighted manner, whenever applicable, in all analysts' reports that are published, disclosed or distributed, situations that may impact the report's impartiality or that are or may be a conflict of interest.

Among others, CVM Resolution No. 20 considers that a conflict of interest may exist whenever the securities analyst entity, its controlled entities, controlling shareholders or entities under common control: (1) have a relevant equity participation in the issuer covered by the analyst report, and vice versa; (2) have relevant financial and commercial interests over the issuer or the securities covered by the analyst report; (3) are involved in the acquisition, selling or intermediation of securities covered by the analyst report; and (4) are paid for other services rendered to the issuer covered by the report or its related parties.

Main Regulatory Entities

National Financial System

The main regulatory authorities in the Brazilian financial system are the CMN, the Central Bank and the CVM. In addition, most Brazilian investment banks, brokerage firms, securities distributors and asset managers are associated with and subject to the self-regulatory rules issued by ANBIMA.

In addition, trading segments managed by B3 are self-regulated and supervised by BSM—*Supervisão de Mercados*, or "BSM," a nonprofit organization that forms part of the B3 group.

We present below a summary of the main duties and powers of each regulatory agent, ANBIMA and BSM.

CMN

CMN is the main monetary and financial policy authority in Brazil, responsible for creating financial, credit, budgetary and monetary rules.

According to Banking Law, the CMN's main responsibilities are to oversee the regular organization, operation and inspection of entities that are subject to the Banking Law, as well as the enforcement of applicable penalties. In addition, Law No. 4,728/65 delegates to the CMN the power to set general rules for underwriting activities for resale, distribution or intermediation in the placement of securities, including rules governing the minimum regulatory capital of the companies that contemplate the underwriting for resale and distribution of instruments in the market and conditions for registration of the companies or individual firms which contemplate intermediation activities in the distribution of instruments in the market. The CMN has the power to regulate credit transactions involving Brazilian financial institutions and Brazilian currency, supervise the foreign exchange and gold reserves of Brazil, establish saving and investment policies in Brazil and regulate the Brazilian capital markets. The CMN also oversees the activities of the Central Bank, the CVM and SUSEP. Other CMN responsibilities include:

- coordinating monetary, credit, budget and public debt policies;
- establishing policies on foreign exchange and interest rates;
- seeking to ensure liquidity and solvency of financial institutions;
- overseeing activities related to the stock exchange markets;
- regulating the structure and operation of financial institutions;
- granting authority to the Central Bank to issue currency and establish reserve requirement levels; and
- establishing general guidelines for the banking and financial markets.

The Central Bank

The activities of financial institutions are subject to limitations and restrictions. The Central Bank is responsible for (1) implementing those CMN policies that are related to monetary, credit and foreign exchange control matters; (2) regulating Brazilian financial institutions in the public and private sectors; and (3) monitoring and regulating foreign investments in Brazil. The president of the Central Bank is appointed by the president of Brazil (subject to ratification by the Senate) for a four-year term.

Banking Law delegated to the Central Bank the responsibility of permanently overseeing companies that directly or indirectly interfere in the financial and capital markets, controlling such companies' operations in the foreign exchange market through operational proceedings and various modalities, and supervising the relative stability of foreign exchange rates and balance of payments. In addition, Law No. 4,728/65 states that the CMN and the Central Bank shall exercise their duties related to financial and capital markets with the purpose of, among other things, facilitating the public's access to information related to bonds or securities traded in the market and on the companies that issue them, protecting investors against illegal or fraudulent issuances of bonds or securities, preventing fraud and manipulation modalities intended to create artificial conditions of the demand, supply or pricing of bonds or securities distributed in the markets and ensuring the observance of equitable commercial practices by all of those professionals who participate in the intermediation of the distribution or trading of bonds or securities. The Central Bank has authority over brokerage firms, financial institutions, companies or individual firms performing underwriting for resale and distribution of bonds or securities, and maintains a record on, and inspects the transactions of, companies or individual firms that carry out intermediation activities in the distribution of bonds or securities, or which conduct, for any purposes, the prospecting of popular savings in the capital market.

Other important responsibilities of the Central Bank are as follows:

- controlling and approving the organization, operation, transfer of control and corporate reorganization of financial institutions and other institutions authorized to operate by the Central Bank;
- managing the daily flow of foreign capital and derivatives;
- establishing administrative rules and regulation for the registration of foreign investments;
- monitoring remittances of foreign currency;
- controlling the repatriation of funds (in case of a serious deficit in Brazil's payment balance, the Central Bank may limit remittances of profits and prohibit remittances of capital for a limited period);
- receiving compulsory collections and voluntary deposits in cash from financial institutions;
- executing rediscount transactions and granting loans to banking financial institutions and other institutions authorized to operate by the Central Bank;
- intervening in the financial institutions or placing them under special administrative regimes, and determining their compulsory liquidation; and
- acting as depositary of the gold and foreign currency.

CVM

The CVM is a federal authority responsible for implementing the CMN's policies related to the Brazilian capital market and for regulating, developing, controlling and inspecting the securities market.

The main responsibilities of the CVM are the following:

- regulating the Brazilian capital markets, in accordance with Brazilian corporation law and securities law;
- setting rules governing the operation of the securities market;
- defining the types of financial institutions that may carry out activities in the securities market, as well as the kinds of transactions that they may perform and services that they may provide in such market;
- controlling and supervising the Brazilian securities market through, among others:
 - the approval, suspension and delisting of publicly held companies;
 - the authorization of brokerage firms to operate in the securities market and public offering of securities;
 - the supervision of the activities of publicly held companies, stock exchange markets, commodities and future markets, financial investment funds and variable income funds;
 - the requirement of full disclosure of relevant events that affect the market, as well as the publication of annual and quarterly reports by publicly held companies;
 - the imposition of penalties; and
 - permanently supervising the activities and services of the securities market, as well as the dissemination of information related to the market and the amounts traded therein, to market participants.

The CVM has jurisdiction to regulate and supervise financial investment funds and derivatives markets, a role previously fulfilled by the Central Bank. Pursuant to Law No. 10,198 of February 14, 2001, as amended, and Law No. 10,303 of October 31, 2001, the regulation and supervision of both financial mutual funds and variable income funds and of transactions involving derivatives were transferred to the CVM. In compliance with the Brazilian legislation, the CVM is managed by a president and four officers, all of whom are appointed by the president of the Republic (and approved by the Senate). The persons appointed to the CVM shall have strong reputations and be recognized as experts in the capital markets sector. CVM officers are appointed for a single term of office of five years, and one-fifth of the members shall be renewed on an annual basis.

All decisions issued by the CVM and by the Central Bank in administrative proceedings on the topics of the national financial system and the foreign exchange market are subject to appeal before the Appeals Council of the National Financial System, which is composed of members appointed by public authorities and members of the private sector.

The CVM is also responsible for determining and regulating the performance of IFAs. Due to the relevance of the IFAs and our subsidiaries, we highlight below the relevant regulatory frameworks such entities are subject to.

Retirement Plans and Insurance

SUSEP and CNSP

In Brazil, the regulation of insurance, coinsurance, retrocession, capitalization, supplementary retirement schemes and brokerage is carried out by CNSP and SUSEP.

SUSEP is an independent agency in charge of implementing and conducting the policies established by CNSP and the supervision of the insurance, coinsurance, retrocession, capitalization, supplementary retirement schemes and brokerage. SUSEP neither regulates nor supervises (1) the supplementary retirement entities that are regulated by the SPC; and (2) the operators of private healthcare assistance plans, which are regulated by ANS. With the enactment of Supplementary Law No. 126 on January 15, 2007, the CNSP and SUSEP are also responsible for the regulation of the Brazilian reinsurance market.

CNSP is made up of one representative of each one of the following bodies: Ministry of Social Security, the Central Bank, Ministry of Economy, Ministry of Justice, the CVM and the superintendent of SUSEP — Private Insurance Authority.

The supplementary insurance and retirement sectors in Brazil are subject to overlapping regulations. Decree-Law No. 73 of November 21, 1966, as amended, sought to centralize the legislation and inspection activities in the sector by creating the National Private Insurance System – SNSP, composed of: (1) CNSP; (2) SUSEP; (3) insurance companies duly authorized to operate in the private insurance market; (4) the reinsurance companies; and (5) duly qualified and/or registered insurance brokers. CNSP is linked to the Ministry of Economy and its main roles include establishing the guidelines and rules for the private insurance policy in Brazil; regulating the incorporation, organization, operations and inspection of insurers, reinsurers, supplementary open retirement funds and capitalization companies as well as establishing capital thresholds for such entities; establishing the general characteristics of insurance and reinsurance contracts; establishing general guidelines for insurance, reinsurance, supplementary open retirement funds, and capitalization operations; establishing general accounting and statistical rules as well as legal, technical and investment limits for the operations of insurers, reinsurers, supplementary open retirement funds and capitalization companies; and regulating insurance and reinsurance broker activities and profession.

SUSEP's main roles include processing application requests of incorporation, organization and operations, and inspecting insurers, reinsurers, supplementary open retirement funds, and capitalization companies; issuing instructions and circular letters in connection with the regulation of insurance, reinsurance, supplementary open retirement funds and capitalization operations, in accordance with CNSP guidelines; setting forth the conditions of insurance plans to be used by the insurer market; approving limits for the operations of supervised companies; authorizing the use and release of assets and amounts given in guaranty for technical provisions and discretionary capital; inspecting and implementing the general accounting and statistical rules set forth by CNSP; inspecting the operations of supervised companies; and conducting the liquidation of supervised companies.

Self-Regulatory Entities

ANBIMA

ANBIMA is a private self-regulatory association of investment banks, asset managers, securities brokers and investment advisers, which, among other responsibilities establishes rules as well as codes of best practices for the Brazilian capital market, including punitive measures in case of noncompliance with its rules.

BSM

BSM supervises these markets and monitors operations, orders and trades executed in trading environments, supervises market participants and, if necessary, imposes penalties against those who infringe regulations.

Working in close collaboration with CVM and the Central Bank, BSM acts to ensure that institutions and their professionals comply with market regulations, by:

- conducting market surveillance — BSM monitors all orders and trades in B3's markets in order to identify signs of irregularities;
- auditing — BSM audits all B3 participants to ensure their compliance with the regulations and to identify possible violations of market rules;
- imposing punitive processes and other enforcement actions — when violations of regulations occur, BSM adopts guidance, persuasion or disciplinary measures such as letters of recommendation, letters of censure or administrative sanctioning proceedings, in accordance with the severity of the violation that has been identified; in addition, BSM can, in connection with administrative sanctioning proceedings, apply penalties to or enter into Terms of Commitment (termo de compromisso) with the accused;
- providing compensation for loss — BSM analyzes and adjudicates complaints presented to the investor compensation mechanism (mecanismo de ressarcimento de prejuízos), or "MRP," which awards damages of up to R\$120,000 to investors harmed by a B3 participant's inappropriate activity; and
- facilitating market development — BSM develops education initiatives, rule enhancements and institutional relationships with market participants, regulatory bodies and international organizations.

APIMEC

APIMEC is a private self-regulatory association authorized by CVM to perform the certification and self-regulation of securities analysts (both individuals and legal entities), establishing rules, procedures and best practices that must be followed by securities analysts, under penalty of punitive measures in case of noncompliance with its rules.

Other Rules

Adequacy of Capital and Limits of Exposure and Other Solvency Rules

The financial institutions are subject to an extensive set of rules issued by the CMN and the Central Bank related to capital amounts, exposure limits and other solvency rules that follow principles recommended by the Basel Committee, especially in view of the systemic risks associated with the relationship and activity of the financial institutions. As such, the CMN and the Central Bank sought to guarantee the solvency of the financial system and mitigate systemic risks.

With this aim, CMN Resolution No. 2,099 of August 17, 1994, as amended, or "CMN Resolution No. 2,099," and CMN Resolution No. 5,008 established minimum capital and net equity requirements for various types of financial institutions. For example, the CMN set a minimum capital amount and net equity amount of R\$1.5 million for brokerage firms providing firm guarantee of underwriting of securities, in the manner operated by XP CCTVM, and R\$17.5 million for multi-purpose banks, such as Banco XI after all due approvals from the Central Bank.

In accordance with the Basel Committee principles, other relevant rules for financial institutions are CMN Resolution No. 4,955 of October 21, 2021, as amended, or "CMN Resolution No. 4,955", and CMN Resolution No. 4,958, as amended, or "CMN Resolution No. 4,958", which set out the methodology for calculating the reference capital and the ascertainment of the minimum requirements for the reference capital, the main capital and additional capital.

CMN Resolution No. 4,557 of February 23, 2017, as amended, or "CMN Resolution No. 4,557," unifies and expands Brazilian regulation on risk and capital management for Brazilian financial institutions and other institutions authorized to operate by the Central Bank. The rule is also an effort to incorporate recommendations from the Basel Committee on Banking Supervision into Brazilian regulation. The rule states that risk management must be conducted through a unified effort by the relevant entity (i.e., not only must risks be analyzed on an individual basis, but financial institutions and other institutions authorized to operate by the Central Bank must also control and mitigate adverse effects caused by the interaction of different risks). It also strengthens the rules and requirements related to risk management governance and expanded on the competence requirements and duties of the risk management officer.

The rule sets out different structures for risk and capital management, which are applicable for different risk profiles set out in the applicable regulation. Consequently, less sophisticated financial institutions can have a simpler risk management structure, while institutions with more complexity must follow stricter protocols.

Insurance companies are also subject to an extensive set of laws and regulations governing solvency, notably CNSP Resolution No. 432/2021, as amended, and Circular SUSEP No. 648/2021, as amended, which outline minimum regulatory capital parameters, prudential accounting adjustments, limitations on collateral assets supporting insurance reserves (ativos garantidores) and other related rules.

An insurance company's minimum regulatory capital may vary from time to time in light of periodic risk-based calculations required by such regulations. Factors such as the risk profile of the insurance portfolio, credit risk of clients, general market-related risks and other indicators may result in the increase or decrease of regulatory capital over time, with corresponding effects of requiring additional capital or releasing capital, as the case may be. Insurance companies have limited control over the variation of such factors, and therefore may be required from time to time to make capital contributions exceeding their projections.

The aforementioned rules also contemplate the creation of various levels of internal and external controls overseeing solvency, such as auditing by independent actuaries, establishing internal audit committees for companies exceeding certain financial thresholds, limiting acceptable assets for purposes of covering insurance reserves and requiring monthly reporting to the insurance regulator, among other requirements.

Internal Compliance Procedures

All financial institutions shall maintain internal guidelines and procedures to control their financial, operational and managerial information systems and shall comply with all the applicable legislation. CMN Resolution No. 4,595 of August 28, 2017, states that Brazilian financial institutions and other institutions authorized to operate by the Central Bank shall implement and maintain a compliance policy compatible with the nature, size, complexity, structure, risk profile and business model of the institution.

According to CMN Resolution No. 4,968 of November 25, 2021, the executive officers of the financial institution are responsible for implementing an efficient structure of internal control, by defining responsibilities and control procedures and establishing corresponding objectives and procedures throughout all levels of the institution. The executive officers are also responsible for verifying compliance with all internal procedures. The internal audit department of a financial institution reports directly to the executive officers or directors of the institution, as applicable.

Laws on Insolvency of Financial Institutions in Brazil

Financial institutions are subject to the procedures set out by Law No. 6,024 of March 13, 1974, as amended, or "Law No. 6,024/74," and Decree-Law No. 2,321 enacted on February 25, 1987, as amended, which set out the provisions applicable to intervention, temporary administration or extrajudicial liquidation by the Central Bank, as well as to bankruptcy proceedings.

Temporary Administration

As per the Decree-Law No. 2,321, the Central Bank may assume the temporary administration of a Brazilian financial institution in certain situations, determining the temporary special administration regime.

The Central Bank is the authority empowered to determine this sort of regime, which shall take place: (1) in case the financial institution (a) performs recurring practices against the economic and financial policies provided in federal law; (b) faces a shortage of assets; (c) fails to comply with the compulsory banking reserve rules; (d) has a reckless or fraudulent management; or (2) in case of the existence of any of the reasons for an intervention by the Central Bank, as provided for in Law No. 6,024/74.

The administration of the financial institution subject to this temporary administration will be carried out by a directive board named by the Central Bank, with ordinary management powers. The financial institution administrators and members of the board of auditors have their mandates immediately terminated. The directive board is expected to issue one or more reports to the Central Bank based on which the regulatory authority shall decide on the actions to be taken in relation to the financial institution.

The temporary administration regime ceases: (1) if the Federal Government takes control over the financial institution; (2) in case the financial institutions go through a corporate restructuring, merger, spin-off, amalgamation or transfer of its controlling interest; (3) in case of normalization of the situation of the finance institution, at Central Bank's discretion; or (4) with the Central Bank decision for its extrajudicial liquidation.

Intervention and Extrajudicial Liquidation

Intervention and extrajudicial liquidation occur when a financial institution is in a precarious financial condition or upon the occurrence of triggering events that may impact its creditors' situation. Such measures are imposed by the Central Bank in order to avoid the entity's bankruptcy.

Intervention

Law No. 6,024/74 granted the Central Bank the power to appoint a liquidator to intervene in the transactions or liquidate any financial institution other than public financial institutions controlled by the Federal Government. The intervention may be ordered at Central Bank's discretion, if the following is verified:

- due to mismanagement, the financial institution has suffered losses exposing creditors to risk;
- the financial institution has consistently violated Brazilian banking laws or regulation; or
- such intervention constitutes a viable alternative to the liquidation of the financial institution.

Effective the date on which it is ordered, the intervention will automatically trigger the following: (1) suspension of the enforceability of payable obligations; (2) suspension of the maturity of previously contracted and imminently due obligations; and (3) the freezing of deposits already existing on the date of its determination. The intervention shall cease (a) if the interested parties, presenting the necessary guarantees, at the Central Bank's discretion, undertake to continue the company's economic activities; (b) at the Central Bank's discretion, if the entity's situation has been normalized; or (c) if extrajudicial liquidation or bankruptcy of the entity is ordered.

The intervention may also be ordered upon request of the management of the financial institution. Any intervention period may not exceed six months, and may be extended once, by up to six additional months, by the Central Bank. The intervention procedure shall terminate if the Central Bank determines that the factors that motivated the intervention have been eliminated or upon the presentation of adequate guarantees by interested parties. On the other hand, the Central Bank may order the extrajudicial liquidation of the institution or authorize the intervener to request the bankruptcy thereof. According to Law No. 6,024/74, the intervention may be converted in a bankruptcy proceeding, currently governed by Law No. 11,101 of February 9, 2005 (which is the Law governing the Bankruptcy and Receivership of Companies, referred hereinafter as the "LFRJE"), if, among others, the assets of the institution under intervention are not enough to cover at least 50% of the amount of its outstanding unsecured credit.

Extrajudicial Liquidation

In accordance with Law No. 6,024/74, extrajudicial liquidation is an administrative procedure ordered by the Central Bank (not applicable to the financial institutions controlled by the federal government) being enforced by a liquidator appointed by the Central Bank.

This measure aims to terminate the activities of a troubled financial institution, removing it from the Brazilian national financial system, liquidating its assets and paying its liabilities, as in an extrajudicially decreed bankruptcy.

The Central Bank will order the extrajudicial liquidation of the financial institution if:

- the economic or financial situation of the institution is at risk, particularly when the institution fails to comply with its obligations in a timely manner, or upon occurrence of an event that indicates a state of insolvency according to LFRJE's rules;
- management seriously violates the banking laws, rules or regulation;
- the institution suffers a loss that subjects its unprivileged and unsecured creditors to severe risk; or
- upon revocation of the authorization to operate, the institution fails to initiate, within 90 days, its ordinary liquidation, or, if initiated, the Central Bank verifies that the pace of the liquidation may harm the institution's creditor.

Extrajudicial liquidation may also be ordered upon the request of a financial institution's management, if its bylaws entitle it to do so or upon request by the intervener, with an indication of the causes of the request.

The decree of extrajudicial liquidation shall trigger the following: (1) suspend the actions or foreclose on rights and interests relating to the collection of the entity being liquidated, so that no other actions or executions may be brought during the liquidation; (2) accelerate the obligations of the entity being liquidated; (3) stall the statute of limitations with respect to the obligations assumed by the institution; (4) trigger the penal clauses provided in unilateral agreements that became due by virtue of the extrajudicial liquidation; (5) ratably deduct interest, against the estate, until the date when the debts are paid in full; and (6) preclude claims for monetary correction of any passive currencies or pecuniary penalties for infringement of criminal or administrative laws.

Extrajudicial liquidation procedures may be terminated (1) if the financial institution is declared bankrupt or (2) by decision of the Central Bank upon the following events: (a) full payment of the unsecured creditors; (b) change of corporate purpose of the institution to an economic activity that is not part of the CMN; (c) transfer of the controlling interest of the financial institution; (d) conversion into ordinary liquidation; (e) exhaustion of the assets owned by the financial institution upon its full realization and distribution of the proceeds among the creditors, even if full payment of the credits did not occur; or (f) acknowledgement by the Central Bank that the remaining assets are illiquid or of difficult disposal.

Repayment of Creditors in an Extrajudicial Liquidation or Bankruptcy

In November 1995, the CMN created the Credits Guarantee Fund, or the "FGC," according to CMN Resolution No. 2,197, of August 31, 1995, amended and superseded by CMN Resolution No. 4,222, of May 23, 2013, in order to guarantee the payment of funds deposited with financial institutions in the event of intervention, extrajudicial liquidation, bankruptcy or other states of insolvency. The FGC is mainly funded by mandatory contributions from all Brazilian financial institutions that work with customer deposits.

The FGC is a deposit insurance system that guarantees, pursuant to CMN Resolution No. 4,688 of September 25, 2018, as amended, a maximum amount of R\$250,000 per deposit and certain credit instruments held by a customer against a financial institution (or against member financial institutions of the same financial group) and a maximum amount of R\$1.0 million per creditor against the set of all consolidated financial institutions every four years. The liability of the participating institutions is limited to the amount of their contributions to the FGC, with the exception that in limited circumstances if FGC payments are insufficient to cover insured losses, the participating institutions may be asked for extraordinary contributions and advances. The payment of unsecured credit and customer deposits not payable under the FGC is subject to the prior payment of all secured credits and other credits to which specific laws may grant special privileges.

In addition, Law No. 9,069, enacted in 1995, sets forth that compulsory deposits maintained by financial institutions with the Central Bank are immune to actions by a bank's general creditors for the repayment of debts.

Transactions with Affiliates

The Banking Law (paragraph 4, article 34), as amended by Law No. 13,506 of November 13, 2017, or "Law No. 13,506," prohibits financial institutions from conducting credit transactions with related parties, except in certain specific circumstances as provided below. Pursuant to CMN Resolution No. 4,693 of October 29, 2018, the following persons are considered related parties of a financial institution for the purpose of such restriction:

- its controlling shareholders (individuals or legal entities), pursuant to Article 116 of Law No. 6,404/76;
- its officers and members of statutory or contractual bodies;
- spouses, partners and blood relatives up to the second degree of individuals specified in items (a) and (b);
- its individual shareholders with stakes equal to or greater than 15% in its capital, or Qualified Equity Interest; and
- its legal entities:
 - with Qualified Equity Interest in the financial institutions' capital stock;
 - in which capital, directly or indirectly, the financial institution holds Qualified Equity Interest;
 - in which the financial institution holds effective operational control or relevance in the deliberations, regardless of the equity interest held; and
 - with a common officer or board member in relation to the financial institution.

The following credit transactions with related parties are exempt from the prohibition referred to above: (1) transactions carried out under market-compatible conditions, without additional benefits or privileges when compared to transactions granted to other clients of the same profile of the respective institutions; (2) transactions with companies controlled by the Federal Government, in the case of federal public financial institutions; (3) credit transactions whose counterparty is a financial institution that is part of the same prudential conglomerate, provided that they contain a contractual subordination clause, subject to the provisions of item V of art. 10 of the Banking Law, in the case of banking financial institutions; (4) interbank deposits; (5) obligations assumed between related parties as a result of liability imposed on clearinghouse participants or providers of clearing and settlement services authorized by the Central Bank or by the CVM; and (6) other cases authorized by CMI Resolution No. 4,693.

According to CMN Resolution No. 4,693, as of April 1, 2019, all financial institutions must adopt internal policies regulating transactions with related parties.

Law No. 7,492 enacted on June 16, 1986, which regulates crimes against the Brazilian financial system, criminalized the extension of credit by a financial institution to certain related parties mentioned in the Banking Law, which are any of its controlling individuals or entities, directors or officers, members of statutory or contractual bodies and certain of their family individual members or legal entities with a qualified interest in the financial institution, as well as any legal entity with qualified interest in the financial institution or in which the financial institution has a qualified interest, either direct or indirect, under common effective control or with common officers or directors.

Punitive Sanctions

Legal violations under Brazilian banking and/or securities laws may lead to administrative, civil and criminal liability. Offenders may be prosecuted under all three legal theories separately, before different courts and regulatory authorities, and face different sanctions with respect to the same legal offense.

Law No. 13,506, Central Bank Resolution No. 131 of August 20, 2021 and CVM Resolution No. 45 of August 31, 2021, as amended, regulate administrative sanctioning proceedings as well as the various penalties, consent orders, injunctive measures, fines and administrative settlements imposed by the Central Bank and the CVM.

Law No. 13,506 is noteworthy, as it:

- sets fines imposed by the Central Bank of up to R\$2 billion or 0.5% of the entity's revenue, arising from services and financial products provided in the year prior to the violation;
- limits fines imposed by the CVM to the greater of the following amounts: R\$50 million, twice the value of the irregular transaction, three times the amount of the economic gain improperly obtained or loss improperly avoided, or twice the damage caused by the irregular conduct. Repeat offenders may be subject to treble the amounts above;
- provides for the suspension, disqualification and prohibition from engaging in certain activities or transactions in the banking or securities market for a period of up to twenty years;
- temporarily bans offending individuals from serving in any managerial capacity for financial institutions;
- imposes coercive or precautionary fines of up to R\$100,000 per day, subject to a maximum period of 30 days in punitive fines;
- defines the scope of the Central Bank's regulatory authority;
- prohibits the offending institutions themselves from participating in the markets;
- provides for a penalty of "public admonition" in place of "warning," imposed by the Central Bank;
- empowers the Central Bank to enter into cease-and-desist commitments;
- empowers the Central Bank and the CVM to enter into administrative agreements;
- provides the CVM with the authority to ban the accused from contracting with official Brazilian financial institutions and participating in public bidding processes for a period of up to five years; and
- redefines related-party transactions.

Penalties may be aggregated, and are calculated based on the following factors:

- gains obtained or attempted to be gained by the offender;
- economic capability to comply;
- severity of the offense;
- actual losses;
- any recurrence of the offense; and
- the offender's cooperativeness with the investigation.

Law No. 7,492 provides a legal framework to hold controlling shareholders, officers and managers of a financial institution criminally liable. The regime under Law No. 7,492 also covers interventionists, liquidators and real estate managers, in the context of interventions, extrajudicial liquidation or bankruptcy, respectively. Those found criminally liable under Law No. 7,492 will be subject to detention and/or pecuniary fines.

Law No. 6,385 also imposes imprisonment and/or fines for banking or securities infractions. For example, those liable for market manipulation and insider trading are subject to sentences of up to eight and five years, respectively, plus fines of up to three times the illicit benefit gained.

Regulation Against Money Laundering and Bank Secrecy in Brazil

Law No. 9,613 of March 3, 1998, as amended by Law No. 12,683 of July 9, 2012, or the "Anti-Money Laundering Law," and Law No. 13,506 of November 13, 2017 (related administrative procedures and enforcement conducted by CVM and the Central Bank) play a major regulatory role in the oversight of banking and financial and insurance activities in Brazil. The Anti-Money Laundering Law sets forth the rules and the penalties to be imposed upon persons engaging in activities that constitute "laundering" or the concealing of property, cash or assets acquired or resulting from any kind of criminal activity. Such regulation further prohibits individuals from using the financial system for the aforementioned illicit acts.

Pursuant to the Anti-Money Laundering Law, banks (such as Banco XP), securities brokers (such as XP CCTVM), securities distributors, asset managers (such as Gestão, XP Advisory and XP Vista), leasing companies, credit card companies, insurance companies and insurance brokers (such as XP VP and XP CS, respectively), among others, must: (1) identify and maintain up-to-date records of their clients, for a period of at least five years; (2) keep up-to-date records of all transactions, for a period of at least five years, in Brazilian and foreign currencies, involving securities, bonds, credit, financial instruments, metals or any asset that if converted into cash exceed the amount set forth by the competent authorities, and which shall be in accordance with the instruction issued by these authorities; (3) keep up-to-date records of all transactions, for a period of at least five years, in Brazilian and foreign currency, involving securities, bonds, credit, instruments, metals, or any asset that if converted into cash exceeds the applicable minimum amount set forth by the relevant authorities, such transactions must be in accordance with guidance on amount, timing and counterparties from the relevant authorities; (4) adopt AML internal control policies and procedures that are compatible with the size of the company; (5) register and maintain up-to-date records with the appropriate regulatory agency (i.e., the Brazilian Financial Intelligence Unit (Unidade de Inteligência Financeira), or "UIF," CVM and/ SUSEP); (6) comply with UIF's requests and obligations; (7) pay special attention to any transaction that, in light of the provisions set forth by competent authorities, may indicate the existence of a money laundering crime; (8) report all transactions referred to in items 2, 3 and 7 to UIF within twenty-four hours, while abstaining from notifying their customers of such report; and (9) confirm to the applicable regulatory agency (i.e., UIF, CVM and/or SUSEP) that no offending transactions have occurred.

In accordance with Circular No. 3,978 enacted by the Central Bank on January 23, 2020, as amended, or "Central Bank Circular No. 3,978," financial institutions are required to (1) maintain updated client registration data (including declarations regarding the purposes and nature of the transactions and verification of the of clients' statuses as politically prominent persons); (2) adopt preventative internal policies and procedures; (3) record transactions involving amounts in national or foreign currencies, securities, metals or any other assets that may be converted to cash, including specific records for the issuance or reloading of amounts in the form of prepaid cards; (4) maintain records of all financial services provided and all financial transactions carried out with clients or on their behalf as well as consolidated information that allows for verification of the flow of funds, the economic activity and financial capacity of the client, the origin of funds and end beneficiaries of the transactions; (5) maintain records of transactions carried out by individuals or legal entities that involve the same groups of companies, in an amount greater than R\$10,000.00 over the course of a calendar month or transactions that reveal patterns of activity that indicate a scheme to prevent identification; (6) review transactions or proposals that may indicate criminal activities; (7) maintain records of all transfers of funds related to (a) deposits, electronic transfers, checks, among others, and (b) issuance of checks, payment orders, among others, in amounts greater than R\$1,000.00; (8) maintain records of issuances or loading of credit cards that allow the identification of transactions in amounts greater than R\$100,000.00 or which reveal patterns of activity that indicate a scheme to prevent identification; (9) maintain records of transaction activities in amounts greater than R\$100,000.00 in cash or which reveal patterns of activity that indicate a scheme to prevent identification; and (10) notify the relevant authority of any transaction that may be deemed suspicious by the financial institution.

SUSEP Circular No. 612/2020, as amended, or "SUSEP Circular No. 612/2020" imposes similar internal controls and monitoring requirements upon insurance capitalization companies, complementary retirement companies, (entidades abertas de previdência complementar), cooperative companies (sociedades cooperativas), including those authorized to provide reinsurance services, in particular: (1) the monitoring of transactions involving politically prominent persons, terrorism and money laundering; (2) the prevention, monitoring and detection of suspicious transactions; (3) the registration of transactions with clients and beneficiaries, third parties and related parties; and (4) the validation of compliance mechanisms by internal auditing. Companies subject to this regulation are also required to appoint one of their Officers as head of compliance and register such individual in accordance with the Anti-Money Laundering Law and SUSEP Circular No. 612/2020.

Along the same lines, CVM Resolution No. 50 of August 31, 2021, as amended, or "CVM Resolution No. 50," which entered into force on October 1, 2021, establishes, among other obligations, that persons who engage in, on a permanent or occasional basis, as a main or ancillary activity, cumulatively or not, the custody, issuance, distribution, settlement, trade, intermediation, consultancy or management of bonds or securities, and independent audit within the scope of the stock exchange market must adopt rules, procedures and internal controls in accordance with previously and expressly established procedures to confirm the registration information of its clients, keep such information updated and monitor the transactions carried out thereby, so as to prevent the use of the account by third parties and identify the end beneficiaries of the transactions, such entities shall also identify and closely monitor the business relations maintained with politically exposed person. Under CVM Resolution No. 50, the following should be monitored: (1) situations in which (a) it is not possible to maintain current their client registration information, (b) it is not possible to identify the ultimate beneficial owner of a transaction and/or (c) independent auditors are unable to undertake the verifications required by article 19 of CVM Instruction No. 50; (2) transactions in amounts incompatible with the transacting parties' professional occupation, income, and/or equity/financial position (applicable to natural person); (3) transactions incompatible with the transacting parties' economic activity, corporate purpose or income, when compared with the operational pattern adopted by

clients with the same profile (applicable to legal entities); (4) repeated transactions between the same parties, through which one or all of the parties involved has registered consistent gains or losses; (5) transactions indicating a material discrepancy between the volume and/or frequency of the business of the parties involved; (6) transactions that may involve identity deception of the parties involved and/or their beneficiaries; (7) transactions that may indicate insubordinate acts committed by agents against their principals; (8) transactions reflecting a sudden and objectively unjustified change in the operations of the persons involved; (9) transactions reflecting a complexity and risk profile incompatible with the investment profile (suitability) of the client or its agent and/or the clients' size and corporate purpose; (10) transactions carried out with the purpose of generating loss or gain for which there is no objective economic basis; (11) private transfers, without apparent reason, of funds and securities; (12) deposits or transfers made by third parties in order to settle client transactions or in order to provide collateral in transactions in future settlement markets; (13) payments made to third parties, in any form, by means of settlement of transactions or redemption of amounts deposited as collateral, registered in the client's name; (14) transactions made with off-market prices; (15) transactions and situations related to people with suspicions to be involved with terrorist acts; (16) transactions with the participation of individuals residing, or entities organized, in countries that either do not follow or insufficiently follow the recommendations from the Financial Action Group against Money Laundering and Terrorism Financing – GAFI, or in countries with favorable taxation and subject to privileged tax regimes, pursuant to the regulation issued by the Brazilian Federal Revenue; (17) transactions settled in cash, if and where permitted; (18) transactions with individuals considered to be Politically Exposed Persons; (19) the business relationship maintained with Politically Exposed Persons, non-resident investors (especially when incorporated as trusts) and private banking; (20) the proposals of new relationships and operations with Politically Exposed Persons, including those from countries with which Brazil has a large volume of financial and commercial transactions, common borders or ethnic, linguistic or political proximity; (21) clients that have become, since the beginning of the relationship with the institution or have already initially been considered to be Politically Exposed Persons, and apply the treatment of items (18) and (19) above; and (22) the origin of the resources involved in the transactions of clients and beneficiaries identified as Politically Exposed Persons.

On March 3, 1998, the Federal Government created the Council of Control of Financial Activities, or the "COAF," that was reviewed and changed in 2019 and in 2020 Pursuant to Federal Law No. 13,974/2020, as amended, COAF was transformed into the Brazilian Financial Intelligence Unit (Unidade de Inteligência Financeira), or "UIF." UIF's purpose is to verify, examine, identify and apply administrative penalties to any suspicious or unlawful activities related to money laundering in Brazil, without prejudice to the jurisdiction of other bodies and entities, as well as report suspicious activities to the prosecutors and the police. UIF's full commission is composed of a president appointed by the President of the Central Bank and by a representative of each one of the following bodies and entities: (1) the Central Bank; (2) the CVM; (3) the Ministry of Foreign Relations; (4) SUSEP; (5) the Federal Revenue Office; (6) the Federal Police Department; (7) the Brazilian Intelligence Agency; (8) the Comptroller General; and (9) the National Treasury Attorney-General's Office. The term of office for each member is three years, with the option of reelection.

The financial institutions shall inform UIF (necessarily without informing its client) of certain transactions that present the characteristics established in the Central Bank Circular No. 3.978, CVM Resolution No. 50 and Circular SUSEP No. 612/2020, under the suspicion of money laundering.

The same obligation is imposed upon asset managers (such as XP Gestão, XP Advisory, XP PE Gestão de Recursos Ltda., XP Vista and XP Allocation As Management Ltda.) and insurance companies and insurance brokers (such as XP CS and XP VP).

Bank Secrecy

Brazilian financial institutions, by virtue of Supplementary Law No. 105 of January 10, 2001, are also subject to strict secrecy rules on transactions, and are required to preserve the confidential nature of their assets and liabilities transactions and of the services provided to their clients. The only circumstances under which the information regarding clients, services or transactions of the financial institutions may be disclosed to third parties are as follows: (1) disclosure of confidential information with the express consent of the interested parties; (2) exchange of information between financial institutions for data registration purposes, including through risk assessment centers, subject to the rules issued by the CMN and the Central Bank; (3) the supply, to credit protection entities, of information included in the register of issuers of rubber checks and debtors, subject to the rules issued by the CMN and the Central Bank; (4) disclosure of the occurrence or suspicion of unlawful criminal or administrative acts among others; (5) reporting of information addressed by article 11, paragraph 2 of Law No. 9,311 of October 24, 1996; (6) reporting of information in accordance with the conditions foreseen in articles 2, 3, 4, 5, 6, 7 and 9 of Supplementary Law No. 105 of January 10, 2001; and (7) reporting of financial and payment data related to credit operations and completed or ongoing payment obligations from individuals or legal entities to database administrators for the purpose of credit history formation.

Politically Exposed Persons

Pursuant to Central Bank Circular No. 3,978, SUSEP Circular No. 612/2020 and CVM Instruction No. 50, those financial institutions and other institutions authorized to operate by the Central Bank, SUSEP and CVM are required to obtain sufficient information from their clients to identify any Politically Exposed Persons from their client base and monitor their transactions accordingly.

Central Bank Circular No. 3,978, SUSEP Circular No. 612/2020 and CVM Instruction No. 50 define Politically Exposed Persons as any government agent who, in the last five years, has held or is holding, in Brazil or in foreign territories relevant government positions, jobs or public office, as well as their representatives, family members and other closely related persons.

Central Bank Circular No. 3,978, SUSEP Circular No. 612/2020 and CVM Instruction No. 50 establish that the internal procedures developed and implemented by the financial institutions subject to such regulation must be structured to enable the identification of Politically Exposed Persons and the origin of the funds for such clients' transactions.

Internal Auditors

On December 23, 2020, the CMN issued Resolution No. 4,879 establishing the rules governing internal audits at financial institutions and others authorized to operate by the Central Bank. Pursuant to the resolution, financial institutions and others authorized to operate by the Central Bank must implement and maintain internal audit functions compatible with the nature, size, complexity, structure, risk profile and business model of the respective institution. Such activity must be the responsibility of a discrete unit in the institution or institutions that are part of its financial conglomerate, directly subordinated to the board of directors or by an independent auditor provided that such independent auditor is not in charge of the institution's financial statements or any other activity that may create a conflict of interest.

Independent Auditors in Brazil

Pursuant to CMN Resolution No. 4,910 of May 27, 2021 as amended, or "CMN Resolution No. 4,910," all financial institutions must be audited by independent auditors. The financial institutions may only hire independent auditors registered with the CVM and certified as experts in banking analysis by the Central Bank. After such auditors have issued opinions auditing the financial statement of a certain financial institution for up to five consecutive fiscal years, the Auditor's team, including managers, supervisors or any members with managerial positions, must be replaced.

Similarly, pursuant to CVM Resolution No. 23 of February 25, 2021, if the audited company has a permanent audit committee, the term limit of five consecutive years provided above may be increased to ten years.

The independent auditors and the audit committee, if applicable, must notify the Central Bank, within three business days, of the existence or evidence of error or fraud, such as:

- lack of compliance with rules and regulations, which could affect the business of the audited entity;
- fraud of any amount conducted by the management of the institution;
- relevant fraud conducted by employees of the institution or of third parties; and
- relevant errors in the accounting records of the audited entity.

Audit Committee

CMN Resolution No. 4,910 requires financial institutions and other institutions authorized by the Central Bank to operate in Brazil, as well as for clearinghouses and clearance and custody service providers that (1) present reference equity equal to, or greater than, R\$1 billion; (2) manage third-party funds in amounts equal to, or greater than, R\$1 billion; or (3) have deposits and funds under management in a total amount equal to, or greater than, R\$5 billion, to maintain an audit committee (comitê de auditoria).

The Brazilian legislation, in certain circumstances, allows the creation of a single audit committee for the financial operating companies (such as XP CCTVM and Banco XP) of an economic group.

Ombudsman

Pursuant to CMN Resolution No. 4,860 of October 23, 2020, financial institutions (such as XP CCTVM and Banco XP) and other entities authorized to operate by the Central Bank are required to create an Ombudsman to establish an independent communication channel between the institutions and their clients, while observing strict compliance with consumer protection legislation and seeking improvement and enhancement of products, consumer services and other services. The Ombudsman shall be the responsibility of an appointed officer (who can also be the ombudsman himself, however, such person shall not be in charge of any other activity in the financial institution) and shall be compatible with the activities of the institution, as well as the complexity of its operations. Those institutions that are part of a financial conglomerate shall be authorized to implement a single Ombudsman to assist the entire conglomerate.

The following are the ombudsman department's responsibilities: (1) receiving, recording, instructing, analyzing and providing formal and adequate attention to claims from clients and users of products and services of financial institutions; (2) providing clarification regarding the status of a claim and information as to when a response is expected to be given; (3) sending a final answer by the date on which a response is required; (4) keeping the board of directors or, if one does not exist, the financial institution's board of executive officers, informed of the problems and shortcomings detected in the performance of its duties and the results of the actions taken by the financial institution's officers to resolve them; and (5) preparing and sending to the internal audit department, to the audit committee (if one exists), and to the board of directors (or if one does not exist, to the board of executive officers of the financial institution), at the end of each fiscal semester, a quantitative and qualitative report on the ombudsman department's activities and its performance.

The financial institutions must report and keep up-to-date information on the officer in charge of the Ombudsman. Such officer shall prepare a semiannual report (on June 30 and December 31 of each year) and whenever a material event is determined, in accordance with the Central Bank's instructions. In addition, Brazilian law allows for the creation of a single ombudsman department structure for a group of related companies, such that a single ombudsman department can be responsible for all financial institutions that are part of the same group. Any financial institution carrying out leasing transactions, however, shall create its own segregated ombudsman structure.

Insurance companies (such as XP VP) are likewise required by local insurance regulations (CNSP Resolution No. 445/2022) to have an Ombudsman with a substantial similar purpose and responsibilities as those described above.

Whistleblowing/Hotline

Pursuant to CMN Resolution No. 4,859 of October 23, 2020, financial institutions (such as XP CCTVM and Banco XP) are required to have a whistleblower hotlined *denúncias*), through which their employees, clients, contractors and/or suppliers may anonymously report situations involving potential illicit activities of any nature related to the financial institution. Accordingly, financial institutions are required to appoint a responsible department for forwarding all reported events to the appropriate departments for further handling. This department is also required to prepare reports semiannually detailing, at minimum, the following information relating to each reported event: (1) number of reported events and their nature; (2) the relevant departments that handled them; and (3) the average time frame and relevant measures adopted to solve them. Such reports must be (a) approved by the board of directors of the financial institution or, absent the board of directors, by its officers; and (b) made available to the Central Bank for at least five years.

Foreign Investment in National Financial Institutions

In accordance with Article 192 of the Constitution, Article 52, II, of the Brazilian Transitory Constitutional Rulings enacted in 1988, or "ADCT," foreign investors (regardless of being an individual or entity and irrespective of their nationality) are prevented from controlling, acquiring or increasing equity interest held in a Brazilian financial institution, directly or indirectly, unless there is a bilateral international treaty or such foreign acquisition or increase is in the interest of the Brazilian government. Until September 26, 2019, the interest of the Brazilian government for such foreign acquisition of voting or nonvoting equity interest in financial institutions was determined by specific Presidential Decree. On September 26, 2019, the Brazilian president enacted Decree No. 10,029, transferring to the Central Bank the authority to approve foreign investments in Brazilian financial institutions, eliminating the necessity of specific presidential decree on a case-by-case basis. Decree 10,029 was regulated by Circular No. 3,977 of January 22, 2020, providing that the acquisition of voting or nonvoting equity interest in a Brazilian financial institution by foreign investors, held directly or indirectly, will depend only on the Central Bank's prior approval. On November 13, 2019, the Central Bank authorized direct or indirect foreign investments in XI CCTVM and Banco XP of up to 100% of their respective capital stock.

Furthermore, a Presidential Decree of December 9, 1996, declared that it is in the interest of the Brazilian government to allow foreign investors to acquire non-voting shares issued by Brazilian financial institutions that are traded on a stock exchange. Such Decree is generally applicable to all Brazilian financial institutions.

Corporate Interest Held by Financial Institutions in Nonfinancial Companies

Pursuant to CMN Resolution No. 5,043 of November 25, 2022, as amended, or "CMN Resolution No. 5,043," financial institutions may only directly or indirectly hold equity in legal entities (incorporated locally or abroad) that supplement or subsidize the financial institutions' activities, provided they obtain prior authorization from the Central Bank and that the invested entity does not hold, directly or indirectly, equity of the referred financial institution. However, this requirement for authorization does not apply to (1) equity interests typically held in the investment portfolios of investment banks, development banks, development agencies (*agências de fomento*) and multiservice banks with investment or development portfolios; and (2) temporary equity interests not registered as permanent assets and not subject to consolidation of the financial institution.

Regulation of Branches and Subsidiaries

As provided by CMN Resolution No. 5,043, Central Bank authorization is required for operations of foreign branches or subsidiaries of Brazilian financial institutions, including compliance with the following rules: (1) the institution must be in compliance with operational limits and minimum capital and equity requirements currently in force; (2) the entity must carry out complementary or subsidiary activities to those of the institution holding the equity interest; (3) consistency with the institution's operating strategy.

In addition, the Central Bank will only grant such authorization if it has access to information, data and documents relating to the operations and accounting records of such subsidiary financial institutions abroad. In addition, the failure by a Brazilian bank to comply with the requirements of CMN Resolution No. 5,043 would cause the deduction of a designated percentage of the assets of such branch or subsidiary from the net worth of such bank for the purpose of calculating such bank's compliance with the capital adequacy requirements of the Central Bank, on top of the other penalties imposed pursuant to the applicable regulation, including the cancellation of the Central Bank's authorization.

CMN Resolution No. 4,970 sets forth the Central Bank requirements and procedures for approving the establishment, authorization to operate, cancellation or authorization, changes of control and corporate reorganizations of Brazilian financial institutions. Such resolution further requires the Central Bank's approval for the election and confirmation of directors, executive officers and members of the audit committee as set forth in the company's bylaws.

In addition, under the terms of CMN Resolution No. 5,043, the Central Bank's prior authorization is also required in order for Brazilian financial institutions to: (1) acquire equity interests, directly or indirectly, in any entity incorporated in Brazil or abroad; (2) increase equity interests, directly or indirectly, in subsidiaries abroad; and/or (3) establish a branch abroad.

Legislation Applicable to Insurance Brokerage Firms in Brazil

XP VP is a Brazil-based insurance company formed in 2018 and licensed by SUSEP to operate in the life and private retirement lines, focusing primarily on the distribution of its products to individuals through XP's proprietary digital platform. As a local insurer, XP Seguros is subject to the insurance laws and regulation generally applicable to life and private retirement carriers in Brazil.

XP CS is an insurance brokerage company focused on life and retirement insurance brokerage, duly licensed by SUSEP to operate in the insurance market as per SUSI Circular Letter No. 510 of January 22, 2015, and registered with SUSEP under No. 10,0628468. Therefore, it is subject to the applicable legislation and regulation applicable to insurance brokers.

Insurance companies such as XP Seguros and XP VP are required to be duly licensed by SUSEP in order to operate in any given insurance field and are subject to the local legal and regulatory framework governing their operations, governance, solvency, products, accounting, actuarial standards and other technical aspects of their business. By engaging in the insurance business, XP Seguros is subject to a number of regulatory risks, such as (1) changes in solvency and minimum capital regulation, which could result in the need for increased capital to cover new solvency requirements and/or in the divestment of certain classes of assets; (2) changes in product regulation, which could materially alter the way in which the company's products are created, sold or operated in general; (3) intervention and/or liquidation proceedings by SUSEP in the event of solvency-sensitive scenarios, which could lead to material deviations or interruptions to the company's ordinary course of business and/or regulatory sanctions upon the company and its management; and (4) incurrence of fines and other penalties (such as temporary suspension of activities or license cancellation) imposed by SUSEP for perceived breaches of applicable regulation, among others.

Insurance brokerage firms such as XP CS must obtain SUSEP registration and authorization for their operations, pursuant to the rules in force and in accordance with Law No. 4,594 of December 29, 1964, as amended, or "Law No. 4,594/64" and Decree-Law No. 73/66. The insurance broker, whether an individual or legal entity, is the intermediary legally authorized to solicit and promote insurance contracts accepted by the current legislation, between the insurance companies and individuals or public or private legal entities. Only duly qualified insurance brokers pursuant to Law No. 4,594/64 that have signed the insurance proposal shall be paid the brokerage fees related to each insurance modality, based on the respective tariffs, including in case of adjustment to the issued premium.

It is not mandatory that an insurance brokerage company sells its insurance through intermediation. Such companies may seek clients directly. However, when a direct sale of insurance occurs, a fee must be paid to FUNENSEG. The Brazilian legislation does not establish a minimum brokerage fee in such cases.

Under the applicable regulation, insurance brokerage companies, such as XP CS, are obligated to prove technical certification of all their employees and workers who directly participate in the regulation and settlement of insurance claims, customer service and direct sales of insurance, capitalization and open supplementary retirement products. Such certification shall be provided by an institution of recognized technical capacity, duly accredited by SUSEP.

Insured persons and insurance firms can pursue civil action against insurance brokers for losses incurred as a result of intentional malfeasance or negligence caused by brokerage activity. In case of noncompliance with the regulatory rules, in addition to the legal sanctions, insurance brokers and managers are subject to fines, temporary suspension from the exercise of the profession or registration cancellation.

Regulation Applicable to the Controlled Companies Outside Brazil

XP Investments – United States of America

XP Investments is registered as a securities broker-dealer with the SEC and in twenty-seven U.S. states and territories, and is a member of FINRA, a self-regulatory organization, or "SRO," subject to SEC oversight. Consequently, XP Investments and its personnel are subject to extensive requirements under the Exchange Act, state securities laws and SEC and FINRA rules, including requirements relating to, among other things, sales and trading practices, recordkeeping, anti-money laundering, financial and other reporting, supervision, misuse of material nonpublic information and the conduct and qualifications of certain personnel. SEC-registered broker-dealers are also subject to capital requirements, which mandate that they maintain minimum levels of capital, or "net capital," and effectively require that a significant portion of a broker-dealer's assets be kept in relatively liquid form. SEC and FINRA rules also require notification when a broker-dealer's net capital falls below certain predefined criteria, limit the ratio of subordinated debt to equity in a broker-dealer's regulatory capital composition and constrain the ability of a broker-dealer to expand its business or distribute capital under certain circumstances.

XP Investments is also registered with the CFTC as an introducing broker and is a member of the NFA, an SRO that regulates certain CFTC-registrants. CFTC-registered introducing brokers are subject to expansive requirements under the Commodity Exchange Act and CFTC and NFA rules, including requirements relating to, among other things, sales practices, regulatory capital, anti-money laundering, financial reporting, supervision and recordkeeping.

The violation of laws, rules or regulation that govern the activities of an SEC-registered broker-dealer or CFTC-registered introducing broker could result in administrative or court proceedings, censures, fines, penalties, disgorgement, suspension or expulsion from a certain jurisdiction, SRO or market, the revocation or limitation of licenses, the issuance of cease-and-desist orders or injunctions or the suspension or disqualification of the entity and/or its officers, employees or other associated persons.

XP Investments UK LLP and XP Private UK – United Kingdom

XP Investments UK LLP is registered at New Pender House, 4th Floor, 283-288 High Holborn, London WC1V 7HP and has 1 Poultry, London EC2R 8EN, United Kingdom as its commercial place of business. XP Investments UK LLP is authorized by the FCA to advise and deal in investments as an arranger since April 10, 2017 and to deal in investments as an agent and principal for eligible counterparties and professional clients since August 1, 2019.

XP Private UK used to be an appointed representative of NEA and acted as an agent of NEA, which is duly authorized and regulated by the FCA. As an appointed representative, XP Private UK was not directly authorized by the FCA to provide regulated products and services in the United Kingdom. However, it was permitted to carry out certain regulated activities as an appointed representative of NEA. NEA was responsible for ensuring that such regulated activities were carried out in accordance with the relevant regulatory requirements. Consequently, XP Private UK was required to operate its business in accordance with the regulatory requirements applicable to NEA.

The permissions detailed above did not cover the discretionary management of portfolios of individuals and legal entities or the investment fund (also known as collective investments schemes) portfolios in the United Kingdom and the European Union.

On June 28, 2019, we sent a notice of termination of the Appointed Representative Agreement to NEA, which became effective on September 30, 2019, in order to concentrate our efforts in the private and wealth management business in Switzerland through XP Private (Europe) SA.

C. Organizational Structure

We are a Cayman Islands exempted company incorporated with limited liability on August 29, 2019 for purposes of effectuating our initial public offering. At the time of our incorporation, XP Controle (the predecessor-in-interest to XP Control), Itaú Unibanco (the predecessor-in-interest to ITB Holding and Itaú Unibanco Holding), G.A. Brazil IV Fundo de Investimento em Participações (the predecessor-in-interest to GA Bermuda) and DYNA III held 2,036,988,542 shares (prior to giving effect to the Share Split) of XP Brazil, which were all of the shares of XP Brazil, our Brazilian principal non-operating holding company.

The table below is a list of our subsidiaries, joint ventures and associated companies:

Name	Principal activities	Country	Investment type	Direct and indirect interest		
				2022	2021	2020
XP Investimentos S.A.	Holding	Brazil	Directly	100.00 %	100.00 %	100.00 %
XP Investimentos Corretora de Câmbio, Títulos e Valores Mobiliários S.A.	Broker-dealer	Brazil	Indirectly	100.00 %	100.00 %	100.00 %
XP Vida e Previdência S.A.	Private retirement plans and insurance	Brazil	Indirectly	100.00 %	100.00 %	100.00 %
Banco XP S.A.	Multipurpose bank	Brazil	Indirectly	100.00 %	100.00 %	100.00 %
XP Controle 3 Participações S.A.	Financial Holding	Brazil	Indirectly	100.00 %	100.00 %	100.00 %
XPE Infomoney Educação Assessoria Empresarial e Participações Ltda.	Digital Content services	Brazil	Indirectly	100.00 %	100.00 %	100.00 %
Tecfinance Informática e Projetos de Sistemas Ltda.	Rendering of IT services	Brazil	Indirectly	99.73 %	99.73 %	99.76 %
XP Corretora de Seguros Ltda.	Insurance Broker	Brazil	Indirectly	99.99 %	99.99 %	99.99 %
XP Gestão de Recursos Ltda.	Asset management	Brazil	Indirectly	95.60 %	94.90 %	94.80 %
XP Finanças Assessoria Financeira Ltda.	Investment consulting service	Brazil	Indirectly	99.99 %	99.99 %	99.99 %
Infostocks Informações e Sistemas Ltda.	Mediation of information systems	Brazil	Indirectly	100.00 %	99.99 %	99.99 %
XP Advisory Gestão Recursos Ltda.	Asset management	Brazil	Indirectly	99.55 %	99.54 %	99.50 %
XP Vista Asset Management Ltda.	Asset management	Brazil	Indirectly	99.99 %	99.50 %	99.45 %
XP Controle 4 Participações S.A.	Insurance holding	Brazil	Indirectly	100.00 %	100.00 %	100.00 %
XP Investments UK LLP	Inter-dealer broker and Organized Trading Facility (OTF)	UK	Indirectly	100.00 %	100.00 %	100.00 %
XP Private Holding UK Ltd	Investment advisor	UK	Indirectly	100.00 %	100.00 %	100.00 %
XP Holding UK Ltd	International financial holding	UK	Indirectly	100.00 %	100.00 %	100.00 %
XP Investments US, LLC	Broker-dealer	USA	Indirectly	100.00 %	100.00 %	100.00 %
XP Holding International LLC	International financial holding	USA	Indirectly	100.00 %	100.00 %	100.00 %
XP Advisory US	Investment advisor	USA	Indirectly	100.00 %	100.00 %	100.00 %
XP PE Gestão de Recursos Ltda.	Asset management	Brazil	Indirectly	98.70 %	98.70 %	98.70 %
XP LT Gestão de Recursos Ltda.	Asset management	Brazil	Indirectly	96.00 %	92.00 %	92.00 %
Carteira Online Controle de Investimentos Ltda. - ME	Investment consolidation platform	Brazil	Indirectly	100.00 %	99.99 %	99.99 %
Antecipa S.A	Receivables Financing Market	Brazil	Indirectly	100.00 %	100.00 %	100.00 %
XP Allocation Asset Management Ltda.	Asset management	Brazil	Indirectly	99.99 %	99.99 %	99.99 %
Track Índices Consultoria Ltda.	Index Provider	Brazil	Indirectly	—	100.00 %	100.00 %
XP Eventos Ltda.	Media and Events	Brazil	Indirectly	100.00 %	99.90 %	99.00 %
DM10 Corretora de Seguros Ltda.	Insurance Broker	Brazil	Indirectly	100.00 %	100.00 %	100.00 %
Du Agro Holdings S.A.	Agribusiness platform	Brazil	Joint Venture	—	49.00 %	49.00 %
Wealth High Governance Holding de Participações S.A.	Financial Holding	Brazil	Associate	49.90 %	49.90 %	49.90 %
O Primo Rico Mídia, Educacional e Participações Ltda.	Digital content services	Brazil	Associate	29.26 %	29.26 %	20.00 %
NK112 Empreendimentos e Participações S.A.	Digital content services	Brazil	Associate	49.90 %	49.90 %	—
XP Comercializadora de Energia Ltda.	Energy trading	Brazil	Indirectly	100.00 %	100.00 %	—
XPAC Acquisition Corp.	Special Purpose Acquisition (SPAC)	USA	Indirectly	20.00 %	20.00 %	—
XP Distribuidora de Títulos e Valores Mobiliários	Securities dealer	Brazil	Indirectly	100.00 %	100.00 %	—
Instituto de Gestão e Tecnologia da Informação Ltda.	Educational content services	Brazil	Indirectly	100.00 %	100.00 %	—
Xtage Intermediação S.A.	Digital assets	Brazil	Indirectly	100.00 %	100.00 %	—
XPAC Sponsor LLC	Special Purpose Acquisition (SPAC) Sponsor	Cayman	Directly	100.00 %	100.00 %	—
XProject LTD	Holding	Cayman	Directly	100.00 %	100.00 %	—
XP Ativos Digitais Intermediações S.A.	Digital assets	Brazil	Indirectly	100.00 %	—	—
Habitat Capital Partners	Asset management	Brazil	Indirectly	99.99 %	—	—
XP Administradora de Benefícios Ltda.	Individual health plan intermediation	Brazil	Indirectly	100.00 %	—	—
BTR Administração e Corretagem de Seguros S.A.	Retirement plans and insurance	Brazil	Indirectly	100.00 %	—	—
Xperience Market Services LLC	Non-operational	USA	Indirectly	—	—	100.00 %
Chamaleon Bravery Unipessoal LDA	Investment Advisor (pending regulatory approval)	Portugal	Indirectly	—	—	100.00 %
Leadr Serviços Online Ltda.	Social media	Brazil	Indirectly	—	—	99.99 %
Spiti Análise Ltda.	Research	Brazil	Indirectly	—	—	100.00 %
XP Private (Europe) S.A.	Investment advisor	Switzerland	Indirectly	—	—	100.00 %

For more details about our organizational structure please refer to note 5 to our audited consolidated financial statements.

D. Property, Plant and Equipment

Intellectual Property

We rely on a combination of trademark, domain names and trade secret laws, as well as employee and third-party nondisclosure, confidentiality and other types of contractual arrangements to establish, maintain and enforce our intellectual property rights, including with respect to our proprietary rights related to our products and services. In addition, we license technology from third parties.

As of December 31, 2022, we did not own any Brazil-issued patents or copyrights. We own a number of trademarks including XP, XP Investimentos, XP Private, RIC CORRETORA, CLEAR CORRETORA DE VALORES, INFOMONEY and TECFINANCE, as well as XP Inc, in the United States, and other valuable trademarks and designs covering various brands, products, programs and services, including EXPERT CONVENÇÃO NACIONAL XP INVESTIMENTOS. We also own a number of domain names registered in E including "xp.com.br," "leadr.com.br," "rico.com.br," "clear.com.br" and "infomoney.com.br," and abroad such as "xpi.us." As of December 31, 2022, we held a 29.26% equity interest in "O Primo Rico Midia, Educacional e Participações Ltda.," with the remaining interest held by our partner, Thiago Lolkus Nigro, which owns the trademark PRIM RICO.

Properties

Our corporate headquarters are located in Rio de Janeiro, we have an executive office located in Belo Horizonte and our principal executive offices, which include the majority of our product development, sales, marketing and business operations, are located in São Paulo. Our principal executive offices consist of approximately 129,895 square feet of space under a lease that expires in December 2027. We also have offices in other locations, including offshore in the United States of America and believe our facilities are sufficient for our current needs.

As of December 31, 2022, we had a services agreement with a data center service provider for the provision of data services to us from its data centers in the cities of Barueri and Santana do Parnaíba, in the State of São Paulo, Brazil (which are located approximately five miles apart).

We believe that our facilities are suitable and adequate for our business as presently conducted; however, we expect to continue our periodical review of our facility requirements and may acquire new space to meet the needs of our business or consolidate and dispose of facilities that are no longer required.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements as of December 31, 2022 and 2021 and for each of three years in the period ended December 31, 2022 and the notes thereto, included elsewhere in this annual report.

The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results and the timing of events may differ materially from those expressed or implied in such forward-looking statements as a result of various factors, including those set forth in "Cautionary Statement Regarding Forward-Looking Statements and "Item 3. Key Information—D. Risk Factors."

A. Operating Results

Overview

XP is a leading, technology-driven platform and a trusted provider of low-fee financial products and services in Brazil. We have developed a mission-driven culture and a business model that we believe provide us with strong competitive advantages in our market. We use these to disintermediate the legacy models of traditional financial institutions by educating new classes of investors, democratizing access to a wider range of financial services, developing new financial products and technology applications to empower our clients, and providing what we believe is the highest-quality customer service experience in the industry in Brazil. We believe we have established ourselves as the leading alternative to the traditional banks, with a large ecosystem of retail investors, institutions and corporate issuers in local and international markets, with offices in Brazil, New York, Miami and London.

Our *XP Business Model* has been developed over the course of our evolution and enables us to go to market in a very different way from the legacy models of the large traditional financial institutions. We believe our model provides us with a unique value proposition for our clients and partners and has enabled us to instill trust in the XP brands and begin to change the way investment services are sold in Brazil. This proprietary approach incorporates a unique combination of capabilities, services and technologies to deliver a highly differentiated and integrated client experience, with significant operating efficiency advantages that have enabled us to scale and grow profitably.

Our technology-driven business model is asset-light and highly scalable. This enables us to generate scale efficiencies from increases in total Client Assets. We conduct most of our business online and through mobile applications and emphasize operational efficiency and profitability throughout our operations. These operating efficiencies enable us to generate strong cash flow in various market conditions, allowing us to continue investing in the growth of our business. Our business requires minimal capital expenditures to facilitate growth, with expenditures amounting to 1.0% of net revenues for the year ended December 31, 2022, a decrease from 2.9% of net revenues in 2021.

Key Business Metrics

The following table sets forth our key business metrics as of and for the periods indicated. These supplemental business metrics are presented to assist investors to better understand our business and how it operates.

	As of and for the year ended December 31,		
	2022	2021	2020
Client activity metrics			
Total Client Assets (in R\$ billions)	946	815	660
Retail – active clients (in R\$ thousands)	3,877	3,416	2,777
Retail – gross total revenue (in R\$ millions) ⁽¹⁾	10,157	9,793	6,401
Institutional – gross total revenue (in R\$ millions)	1,919	1,277	1,210
Corporate & Issuer Services – gross total revenue (in R\$ millions) ⁽¹⁾	1,295	1,213	688
Other – gross total revenue (in R\$ millions)	666	516	413
Company financial metrics			
Gross revenue and income (in R\$ millions)	14,036	12,799	8,711
Total revenue and income (in R\$ millions)	13,347	12,077	8,152
Gross Margin (%) ⁽²⁾	70.3 %	70.8 %	66.9 %
Income Before Income Tax (in R\$ millions)	3,445	3,815	2,421
Income Before Income Tax Margin (%) ⁽³⁾	25.8 %	31.6 %	29.7 %
Net Income (in R\$ millions)	3,580	3,592	2,081
Net Margin (%) ⁽⁴⁾	26.8 %	29.7 %	25.5 %
Adjusted Net Income (in R\$ millions) ⁽⁵⁾	4,075	4,003	2,270
Adjusted Net Margin (%) ⁽⁶⁾	30.5 %	33.1 %	27.8 %

(1) Revenues associated with corporate clients, companies with annual revenues above R\$700 million, were segregated from retail clients, which include individuals and companies with lower revenues. The change was motivated by the growth of the Corporate business, which was irrelevant until the end of 2021 and gained traction throughout 2022. Revenue from Corporate clients is being reported in Corporate & Issuer Services.

(2) Calculated as total revenue and income less operating costs, including expected credit losses, and divided by total revenue and income.

(3) Calculated as income before income tax divided by total revenue and income.

(4) Calculated as Adjusted Net Income divided by total revenue and income.

(5) For a reconciliation of our Adjusted Net Income, see “—Non-GAAP Financial Measures.”

(6) Calculated as Adjusted Net Income divided by total revenue and income.

The following table sets forth additional business metrics as of and for the years indicated, related to Retail AUM (as defined herein). These supplemental business metrics are presented to assist investors to better understand our business and how it operates.

	As of and for the year ended December 31,		
	2022	2021	2020
Retail – AUM (in R\$ billions)	132.2	119.0	71.9
Mutual and Hedge Funds	62.1	57.4	32.3
Hedge Funds (<i>Fundo de Investimento Multimercado</i>)	30.3	27.8	11.5
Equity Funds (<i>Fundo de Investimento em Ações</i>)	5.2	7.9	5.0
Fixed Income Funds (<i>Fundo de Investimento Renda Fixa</i>)	24.0	19.1	14.6
Other Funds	2.6	2.6	1.1
Private Equity Funds	2.4	1.8	1.3
Exclusive Funds	39.1	32.8	18.9
Retirement Plans Funds	16.3	11.8	7.2
Investment Clubs	2.3	2.8	2.8
Managed Portfolios	9.9	12.4	9.5
Total Retail – AUM as a % of Client Assets (%)	13.6 %	14.6 %	11.1 %
Retail – AUM Weighted Average Management Fee (% p.a.)	49.0 %	0.5 %	0.6 %
Mutual and Hedge Funds	55.0 %	0.5 %	0.8 %
Hedge Funds (<i>Fundo de Investimento Multimercado</i>)	65.0 %	0.6 %	1.2 %
Equity Funds (<i>Fundo de Investimento em Ações</i>)	100.0 %	0.9 %	1.2 %
Fixed Income Funds (<i>Fundo de Investimento Renda Fixa</i>)	33.0 %	0.1 %	0.2 %
Other Funds	44.0 %	0.5 %	0.6 %
Exclusive Funds	31.0 %	0.3 %	0.4 %
Retirement Plans	58.0 %	0.7 %	0.7 %
Private Equity Funds	164.0 %	1.3 %	—
Investment Clubs	53.0 %	0.6 %	0.8 %
Managed Portfolios	38.0 %	0.4 %	0.3 %
Total management fees, gross of taxes (in R\$ millions)⁽¹⁾	1,581	1,490	1,224
From funds and portfolios managed by our asset managers	920	782	591
Percentage of total management fees	58 %	52 %	48 %
From third-party funds (distribution fees)	661	708	633
Percentage of total management fees	42 %	48 %	52 %

(1) Consist of (a) fixed and performance-based management fees from mutual funds managed by our asset managers and sold to our retail clients; (b) fees from distributions (rebates from fixed and performance-based management fees) of funds managed by third-party asset managers to our retail clients; and (c) fixed management fees from XP Advisory managed portfolios and exclusive funds for high net worth retail clients.

Retail – Client Assets

Retail Client Assets is the market value of all retail client assets invested through XP's platform, including equities, fixed income securities, mutual, hedge and private equity funds (including those managed by XP Gestão, XP Advisory, XP PE Gestão de Recursos Ltda., XP Allocation Asset Management Ltda. and XP Vista, as well as by third party asset managers), retirement plans funds (including those from XP VP, as well as by third-party insurance companies), exchanged traded funds, structured operations certificates, REITs (real estate investment funds), uninvested cash balances (Float Balances), among others. We consider Client Assets to be indicative of our appeal in the marketplace. Client Assets vary from period to period based on (1) the amount of cash and assets transferred into, and out of, XP's platform by clients and (2) fluctuation of market prices of securities and net asset values of mutual and retirement plans funds.

Retail – Assets Under Management, or "AUM"

Retail AUM is a component of Client Assets, and represents the market value of (1) retail client assets invested in mutual, hedge, private equity and pension funds managed by XP Gestão, XP PE Gestão de Recursos Ltda., XP Allocation Asset Management Ltda. and XP Vista, (2) high net worth retail clients allocated in managed portfolio and exclusive funds managed by XP Advisory, and (3) investment clubs. AUM varies from period to period based on (a) the amount of cash and assets transferred into, and out of, these assets; and (b) fluctuation of net asset values of funds and market prices of securities within portfolios.

Retail – Active Clients

Active clients are the number of total clients served through XP, Rico, Clear and XP Investments brands, with Client Assets above R\$100.00 or that have transacted at least once in the last thirty days. The majority of clients are individuals, but we also include retail, small and medium-sized enterprise clients and corporate clients that have investment accounts with us.

Retail – Gross Total Revenues

Retail gross total revenues include all types of revenue and income streams directly related to retail clients, including, but not limited to: (1) management and performance fees from funds managed by our asset managers, and rebates from management and performance fees from mutual funds managed by third-party asset managers, that are distributed to our retail clients; (2) rebates from management fees from pension funds issued by third-party insurance companies or XP VP that are distributed to our retail clients; (3) management fees from exclusive funds of high net worth retail clients; (4) brokerage commissions earned on trading of stock, futures and derivatives listed on the B3 (although we charge zero commissions on self-directed trading of equities on Rico and Clear, and of futures on the three brands); (5) securities placement fees earned on structured operations certificates (COEs) sales to retail clients; (6) the distribution fee component from securities placement fees earned on the sale of fixed income and equity securities to retail clients; (7) net income from corporate, bank and government fixed income securities and from derivatives sold to retail clients; (8) interest income from credit products, such as loans and credit cards (interchange fees included), and (9) net income earned on Float Balances, which allocate to overnight and other highly liquid investments; (10) Digital Content revenues generated from selling XP Educação educational courses and content sold to retail clients and to non-client individuals, selling branded content articles, direct media advertisements on websites or mobile sites, Infomoney TV insertions, and other advertising and digital content fees generated by Infomoney; and (11) sale of research reports and educational courses to retail clients and other non-client subscribers. A portion of our management fees is calculated based on the performance of the mutual funds we manage or distribute.

Institutional – Gross Total Revenues

Institutional gross total revenues include all types of revenue and income streams directly related to Institutional clients — asset managers, pension fund managers, bank treasuries and private client desks, single and multi-family offices, corporate client treasuries, municipal and state pension fund managers and insurance companies, among others. These clients, across all regions such as Asia, Europe, the United States and Latin America (mainly Brazil), are served through our onshore and offshore trading desks and dedicated support teams in São Paulo, New York and London, both via electronic trading and voice platforms, and access a wide range of products and services including products such as equities (cash, derivatives, stocks lending and index), fixed income government and corporate bonds, FX (spot, NDF, futures, derivatives), rates (futures, swaps and derivatives), commodities, XP Gestão and XP Vista mutual funds, among others. Therefore, we include in this line: (1) brokerage commissions on trade by Institutional clients; (2) the distribution fee component out of securities placement fees earned on the sale of fixed income and equity securities to Institutional clients; (3) management fees from funds managed by our asset managers and XP Vista and sold to Institutional clients; and (4) net income from corporate, bank and government fixed income securities and from derivatives sold to Institutional clients, among others. A portion of our management fees are calculated based on the performance of the mutual funds we manage or distribute.

Corporate & Issuer Services – Gross Total Revenues

Corporate & Issuer Services gross total revenues include capital markets security placement fees earned from corporate clients that hire XP for structuring, underwriting or placement of debt (such as Debentures, Infrastructure Bonds, CRIs, CRAs, FIDCs, LFs) or equity securities (IPOs, follow-ons, block trades and tender offers), the majority which are sold to our retail clients given the breadth and reach of our platform. Corporate & Issuer Services revenues also include services such as M&A advisory, structured finance operations and other services, including derivatives, credit and treasury solutions. We define our corporate clients as entities with more than R\$700 million in annual revenue.

Other – Gross Total Revenues

We include in Other gross revenues and income not allocated to Retail, Institutional, Issuer Services and Digital Content solution categories, such as principal trading operations, which consists of investing our own net cash balances (referred to as our Adjusted Gross Financial Assets) in low-risk securities, arbitrage transactions and other investments with limited exposure to market risk.

Review of 2022 Results

Retail – Our number of active clients increased 14%, from 3,416 thousand as of December 31, 2021 to 3,877 thousand as of December 31, 2022. The daily average trades for the year ended December 31, 2022 was 2.4 million, which represents a decrease of 11% compared with the year ended December 31, 2021, during which the daily average was 2.7 million. Driven by a monthly average net inflow of R\$13 billion, our Total Client Assets increased 16% from R\$815 billion as of December 31, 2021 to R\$946 billion as of December 31, 2022. Our AUM increased 11%, from R\$119 billion as of December 31, 2021 to R\$132 billion as of December 31, 2022 (14% of our Total Client Assets). Also, there's a natural organic growth due to the expansion of our client base. Retail Gross Total Revenues increased 4% from R\$9,793 million for the year ended December 31, 2021 to R\$10,157 million for the year ended December 31, 2022, attributable mostly to (1) growth in the client base and total Client Assets and (2) increased performance from products such as fixed income, credit cards and float.

Institutional – gross revenues totaled R\$1,919 million for the year ended December 31, 2022, a 50% increase from R\$1,277 million for the year ended December 31, 2021. This increase was primarily attributable to the increase in the results of the fixed income, currency and commodities, or "FICC" desk.

Corporate & Issuer Services – gross revenues totaled R\$1,295 million for the year ended December 31, 2022, a 7% increase from R\$1,213 million for the year ended December 31, 2021. This increase was primarily attributable to the growth in Corporate revenue, which more than offset a weaker deal flow in equity capital markets, or "ECM." Although market conditions may affect our equity capital markets results in the short-term, the debt capital markets, or "DCM," division was benefited from the demand of corporate clients for alternative funding sources.

As a result, our total revenue and income increased 11%, from R\$12,077 million for the year ended December 31, 2021 to R\$13,347 million for the year ended December 31, 2022. Gross margin decreased slightly from 70.8% to 70.3%, due to higher costs associated with credit cards. The year ended December 31, 2022 was also marked by an increase in technology solutions associated with new products, infrastructure and also in expanding our employee base. Selling expenses decreased 39% to R\$139 million for the year ended December 31, 2022 and administrative expenses increased 20% to R\$5,641 million for the same period, driven by personnel expansion, data processing and third-party services. The faster expense growth compared to total revenue, resulted in a 10% lower income before income tax. Our tax expense was R\$358 million lower in the period, resulting in a stable net income, from R\$3,592 million for the year ended December 31, 2021 to R\$3,580 million for the year ended December 31, 2022, and a net margin decrease from 29.7% to 26.8%.

Review of 2021 Results

Retail – Our number of active clients increased 23%, from 2,777 thousand as of December 31, 2020 to 3,416 thousand as of December 31, 2021, with XP and Rico growing above average and a slower growth in Clear, due to lack of momentum in the equity markets. The combined number of trades for the year ended December 31, 2021 was 677 million, with a daily average of 2.7 million, which represents an increase of 10.5% and 9%, respectively, compared with the year ended December 31, 2020, during which the total number of trades was 612 million, and a daily average of 2.4 million. Driven by a monthly average net inflow of R\$19.2 billion, our Client Assets increased 23% from R\$660 billion as of December 31, 2020 to R\$815 billion as of December 31, 2021. Our AUM increased 65%, from R\$71.9 billion as of December 31, 2020 to R\$119 billion as of December 31, 2021 (65% of our Client Assets), a R\$47.0 billion increase, which was comprised of (1) R\$39.0 billion from mutual and exclusive funds, (2) R\$0.5 billion from private equity funds, (3) R\$4.7 billion from retirement plans, (4) R\$2.9 billion from managed portfolios, and (5) no relevant change from investment clubs. The increase in AUM during the period was driven by (1) the development of the retirement plans business through XP Vida & Previdência, (2) the launching of new funds at XP Asset, (3) the maturing of existing funds, and (4) increased focus on products managed by our asset managers on our platform. Also, there's a natural organic growth due to the expansion of our client base. Retail Gross Total Revenues increased 57% from R\$6,271 million for the year ended December 31, 2020 to R\$9,864 million for the year ended December 31, 2021, attributable mostly to (1) growth in the client base and Client Assets and (2) increased performance from products such as fixed income, structured products and debt issuances. Revenue mix has been on par for most of the year, with increased demand for fixed income products and stable trading volumes in equities and futures. The weighted average management fee of our AUM decreased 10 bps, from 0.6% as of December 31, 2020 to 0.5% as of December 31, 2021, driven by the change of different types of funds, coupled with changes in their management fees, with decreases in mutual and hedge funds' fees (-22 bps), retirement plans (-7 bps) and investment clubs (-18 bps), and increases in private equity funds' fees (+56 bps) and managed portfolio (+6 bps). Exclusive funds average fees remained stable.

Institutional – gross revenues totaled R\$1,277 million for the year ended December 31, 2021, a 6% increase from R\$1,210 million for the year ended December 31, 2020. This increase was primarily attributable to the increase in the results of the fixed income, currency and commodities, or "FICC" desk.

Issuer Services – gross revenues totaled R\$1,043 million for the year ended December 31, 2021, a 52% increase from R\$688 million for the year ended December 31, 2020. This increase was primarily attributable to the strong deal flow, especially in debt capital markets, or "DCM." Although market conditions may affect our equity capital markets results in the short-term, the DCM division is expected to benefit from the demand of corporate clients for alternative funding sources. Furthermore, as we see our recent M&A initiative starting to flourish, we have taken steps towards consolidating ourselves as one of the main players in investment banking services in Brazil, with a complete and robust offering of services for our clients.

Digital Content – gross revenues totaled R\$99 million, a 24% decrease from R\$130 million for the year ended December 31, 2020. This decrease was primarily attributable to the decrease in in-person events and courses.

As a result, our total revenue and income increased 48%, from R\$8,152 million for the year ended December 31, 2020 to R\$12,077 million for the year ended December 31, 2021. Gross margin increased slightly from 66.9% to 70.8%, due to a favorable mix in product and channel mix during the year. The year ended December 31, 2021 was also marked by an increase in technology solutions and infrastructure and in expanding our employee base. Selling expenses increased 68.6% to R\$227 million for the year ended December 31, 2021 and administrative expenses increased 55.7% to R\$4,693 million for the same period, driven by share-based compensation expenses. In line with lower operating costs, general and administrative expenses and taxes also grew less than revenues, resulting in a 72.6% net income growth, from R\$2,081 million for the year ended December 31, 2020 to R\$3,592 million for the year ended December 31, 2021, and a net margin increase from 25.5% to 29.7%, respectively.

Non-GAAP Financial Measures

This annual report presents our Float Balance, Adjusted Gross Financial Assets and Adjusted Net Income and their respective reconciliations for the convenience of investors, which are non-GAAP financial measures. A non-GAAP financial measure is generally defined as a numerical measure of historical or future financial performance, financial position or cash flows that purports to measure financial performance but excludes or includes amounts that would not be so adjusted in the most comparable GAAP measure. For further information on why our management chooses to use these non-GAAP financial measures, and on the limits of using these non-GAAP financial measures, please see "Presentation of Financial and Other Information—Special Note Regarding Non-GAAP Financial Measures."

Float Balance

	As of December 31			
	2022	2022	2021	2020
	(US\$) ⁽¹⁾	(R\$)		
		(in millions)		
(+) Securities trading and intermediation (Liabilities)	3,079	16,063	15,598	20,303
(-) Securities trading and intermediation (Assets)	(627)	(3,271)	(1,406)	(1,052)
Float Balance	2,452	12,792	14,192	19,252

(1) For convenience purposes only, amounts in reais as of December 31, 2022 have been translated to U.S. dollars using an exchange rate of R\$5.2177 to US\$1.00, the commercial selling rate for U.S. dollars as of December 31, 2022 as reported by the Central Bank. These translations should not be considered representations that any such amounts have been, could have been or could be converted at that or any other exchange rate. See "—Exchange Rates" for further information about recent fluctuations in exchange rates.

Adjusted Gross Financial Assets and Adjusted Net Asset Value

	As of December 31,			
	2022	2022	2021	2020
	(US\$) ⁽¹⁾	(in millions)		
Cash and financial assets				
(+) Cash	681	3,553	2,486	1,955
(+) Securities – Fair value through profit or loss	16,772	87,513	58,180	49,590
(+) Securities – Fair value through other comprehensive income	6,608	34,479	32,332	19,039
(+) Securities – Evaluated at amortized cost	1,777	9,272	2,239	1,829
(+) Derivative financial instruments (Assets)	1,767	9,217	10,944	7,559
(+) Securities purchased under agreements to resell	1,457	7,604	8,895	6,627
(+) Loan and credit card operations	4,257	22,211	12,820	3,918
(+) Foreign exchange portfolio	411	2,145	332	43
(+) Energy	124	647	165	–
(+) Compulsory	214	1,119	–	–
Financial liabilities				
(-) Securities loaned	(2,593)	(13,529)	(2,665)	(2,237)
(-) Derivative financial instruments	(1,649)	(8,605)	(11,908)	(7,819)
(-) Securities sold under repurchase agreements	(6,093)	(31,790)	(26,281)	(31,839)
(-) Retirement plans liabilities ⁽²⁾	(8,765)	(45,734)	(31,921)	(13,388)
(-) Deposits	(3,883)	(20,262)	(9,899)	(3,022)
(-) Structured operations certificates	(2,321)	(12,110)	(7,636)	(2,178)
(-) Financial Bills	(1,088)	(5,676)	(2,588)	(16)
(-) Foreign exchange portfolio	(461)	(2,405)	(425)	(70)
(-) Credit card operations	(956)	(4,987)	(2,523)	(51)
(-) Commitments subject to possible redemption	(201)	(1,049)	(1,081)	–
Subtotal	6,058	31,613	31,466	29,940
(-) Float Balance	(2,452)	(12,792)	(14,192)	(19,252)
Adjusted Gross Financial Assets	3,606	18,821	17,274	10,688
Gross debt				
(-) Borrowings	(358)	(1,866)	(1,929)	(284)
(-) Debentures	(389)	(2,029)	(169)	(335)
(-) Structured financing	(371)	(1,934)	(2,415)	(875)
(-) Bonds	(682)	(3,561)	(4,138)	–
Adjusted Net Asset Value	1,806	9,431	8,623	9,194

(1) For convenience purposes only, amounts in reais as of December 31, 2022 have been translated to U.S. dollars using an exchange rate of R\$5.2177 to US\$1.00, the commercial selling rate for U.S. dollars as of December 31, 2022 as reported by the Central Bank. These translations should not be considered representations that any such amounts have been, could have been or could be converted at that or any other exchange rate. See "—Exchange Rates" for further information about recent fluctuations in exchange rates.

(2) Relates to balances of retail clients invested in pension funds through XP VP. Those balances are identified in the financial statements as "Securities—Fair value through profit or loss," with a corresponding balance in "Retirement Plans Liabilities."

Adjusted Net Income

	For the year ended December 31,			
	2022	2022	2021	2020
	(US\$) ⁽¹⁾	(R\$)		
	(in millions)			
Net Income	686	3,580	3,592	2,081
(+) Share-Based Plan ⁽²⁾	152	793	658	293
(+) Offering expenses	—	—	—	8
(+/-) Pre-Tax Adjustments	152	793	658	301
(-/+) Taxes ⁽³⁾	(57)	(299)	(247)	(113)
Adjusted Net Income	781	4,075	4,003	2,270

(1) For convenience purposes only, amounts in reais for the year ended December 31, 2022 have been translated to U.S. dollars using an exchange rate of R\$5.2177 to US\$1.00, the commercial selling rate for U.S. dollars as of December 31, 2022 as reported by the Central Bank. These translations should not be considered representations that any such amounts have been, could have been or could be converted at that or any other exchange rate. See "—Exchange Rates" for further information about recent fluctuations in exchange rates.

(2) In December 2019, we implemented our new partnership model, pursuant to which existing or new partners may be entitled to share-based compensation based on individual performance. For further information, please see "Item 6. Directors, Senior Management and Employees—B. Compensation—Long-Term Incentive Plan."

(3) The tax rates applicable are the statutory rates defined according to the entities' main activity and local jurisdiction/domicile.

Adjusted Cash Flow from Operating Activities, Adjusted Cash Flow from Investing Activities, and Adjusted Cash Flow from Financing Activities

	For the year ended December 31,		
	2022	2022	2021
	(US\$) ⁽¹⁾	(R\$ millions)	
Net cash flows from operating activities	346	1,804	(4,020)
(-) Investments in IFA network ⁽²⁾	123	643	2,423
(-) Financing instruments payable	78	408	497
Adjusted net cash flow (used in) from operating activities	547	2,855	(1,101)
Net cash flows from investing activities	(71)	(371)	(1,151)
(+) Investments in IFA network ⁽²⁾	(123)	(643)	(2,423)
Adjusted net cash flow (used in) from investing activities	(194)	(1,014)	(3,573)
Net cash flows from financing activities	(38)	(200)	6,639
(+) Financing instruments payable	(78)	(408)	(497)
Adjusted net cash flow (used in) from financing activities	(116)	(608)	6,142

(1) For convenience purposes only, amounts in reais for the year ended December 31, 2022 have been translated to U.S. dollars using an exchange rate of R\$5.2177 to US\$1.00, the commercial selling rate for U.S. dollars as of December 31, 2022 as reported by the Central Bank. These translations should not be considered representations that any such amounts have been, could have been or could be converted at that or any other exchange rate. See "—Exchange Rates" for further information about recent fluctuations in exchange rates.

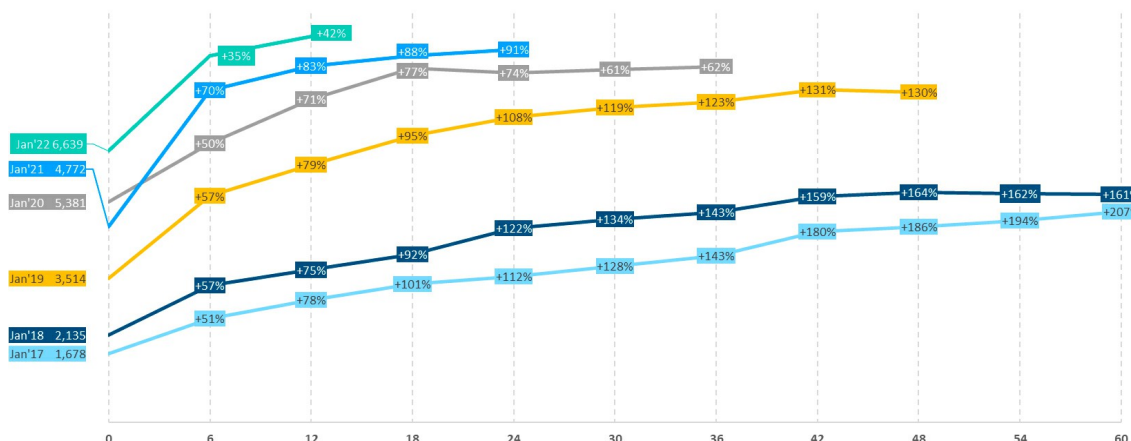
(2) Refers to commissions and advances paid to our IFA network, which are classified as cash flow from operating activities in our consolidated financial statements.

Our Cohorts and Client Economics

We believe that our strong value proposition and client-centric approach will continue to enhance our client loyalty and enable us to grow our share of wallet from our current customer base. We believe a simple cohort data analysis demonstrates this trend in our business and our significant opportunity in the future. For example, we measured the net new money invested with us over time across six cohorts, which were defined as new clients that became active on our platform in January 2017, January 2018, January 2019, January 2020, January 2021 and January 2022. We then eliminated the appreciation in the value of the invested assets so that we could calculate the accumulated net inflow of new money by each cohort.

As our company is growing, our ecosystem is expanding and our brand is getting stronger, we see faster increases in net new money. For example, our January 2022 cohort began with an initial investment that was nearly 3 times the size of our January 2018 cohort. More importantly, we continue to see the trend where the vast majority of the cohorts significantly grow in their total Client Assets invested with XP over time, after adjusting out the net appreciation of assets in each cohort. This demonstrates that after making their initial investments, clients' satisfaction with the XP client experience is strong enough for them to continue adding new money into their XP accounts. We believe this illustrates our significant opportunity to continue to penetrate our existing customer base and win a greater share of wallet, as shown in the following chart:

Accumulated Net Inflow



- January 2020 Cohort** – This cohort began with an initial investment of R\$5,381 million, up 53% over the January 2019 cohort. After adjusting out the net appreciation of assets, the net balance of invested assets in this cohort increased 50% after 6 months, 71% after 12 months, 77% after 18 months, with a small decrease to 74% after 24 months;
- January 2021 Cohort** – This cohort began with an initial investment of R\$4,772 million, down 11% over the January 2020 cohort. Even though this cohort began with lower assets in comparison to the previous one, it caught up in around 3 months. After adjusting out the net appreciation of assets, the net balance of invested assets in this cohort increased 70% after 6 months, 83% after 12 months, 88% after 18 months and 91% after 24 months.
- January 2022 Cohort** – This cohort began with an initial investment of R\$ 6,639 million, up 39% over the January 2021 cohort. After adjusting out the net appreciation of assets, the net balance of invested assets in this cohort increased 35% after 6 months and 42% after 12 months.

As our clients add new money onto our platform and become more comfortable using our technologies and services, they may also purchase more products within their existing financial product categories or begin to explore new categories. For example, a customer with a portfolio of equity securities may purchase additional equities and equity products, such as futures, and also diversify into fixed income products.

Given our increasing amount of Client Assets from existing clients, illustrated by our net inflow cohort analysis, and our increasing cross-sell of complementary and adjacent products and services, and the relatively high switching costs in the financial services market, we believe the LTV of our customers is increasing. Our business model also has relatively low customer acquisition costs, or "CAC" per client, due to our primarily digital business model, our self-reinforcing ecosystem, and our highly efficient omni-channel distribution network. We believe our marginal CAC will continue to benefit from scale efficiencies. Nevertheless, overall market declines and increased volatility may reduce the desirability of our products and services to both new and existing clients, such as in connection with the ongoing COVID-19 pandemic.

Significant Factors Affecting Our Results of Operations

We believe that our results of operations and financial performance are driven by the following factors:

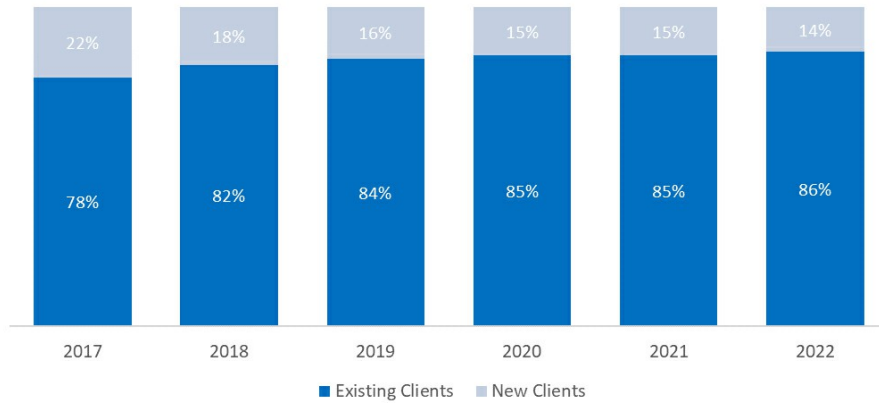
Growth of Our Retail Client Assets

We generate a significant portion of our revenues from fees derived from our balance of Retail Client Assets, including advisory fees, commissions, distribution fees from product manufacturers and asset management fees across various solution categories. This income is primarily driven by:

- *Current Balance of Retail Assets from Existing Clients*– We provide our existing clients with a large range of financial products and services in which to invest their existing assets already on our platform. Depending on the mix of products and services that our clients choose, we generate numerous forms of income from our current balance of Client Assets. As our clients choose to diversify their portfolios and shift their investments from one product to another, we can generate new income from our current balance of Client Assets.
- *New Assets from Existing Clients*– As our clients enjoy the XP client experience, many choose to add more money into their accounts. They may use these additional funds to acquire (1) a greater amount of their existing products and services or (2) diversify their portfolios by purchasing additional products and services in new categories. For example, a customer with a portfolio of equity securities may purchase additional equity products and diversify into fixed income products. As our clients add more money to their accounts, we generate additional income from the new balance of Client Assets introduced onto our platform.
- *New Assets from New Clients*– As our omni-channel distribution and brands continue to grow, we attract and onboard new clients onto our platform who fund their accounts with new money. We generate additional income from the new balance of Client Assets introduced by these new clients.

Given the size and economies of scale of our platform and the recurring nature of our revenues due to our business model, we generate a significant amount of our revenues from our current balance of Client Assets and new Client Assets from existing clients, versus Client Assets from new clients (activated within the last twelve months) as shown in the following chart.

% of Retail Revenue from New Clients vs. Existing Clients



The breakdown set forth in the chart above considers only the portion of retail revenues that we track on a client level that represents: (1) for 2020, 85% of total retail revenues; (2) for 2021, 85% of total retail revenues; and (5) for 2022, 85% of total retail revenues.

Adoption of Our Retail Financial Products and Services

We grow our Client Assets, in part, by providing an open platform that has a large and expanding base of retail financial products and services for our existing active clients to choose from. As our clients choose to diversify their portfolios and shift their investments from one product to another, we generate new income from their purchase of additional products and services. We drive the adoption of our retail financial products and services by:

- *Cross-Sale of Our Products and Services*— Our existing clients represent a sizable opportunity to cross-sell products and services with relatively low incremental marketing and advertising expenses for us. We believe the breadth of our offerings represents an opportunity to further increase engagement with our existing clients. To the extent that we are able to cross-sell these products and services and develop and introduce new products and services to our existing clients and attract new clients, we expect our revenues and financial income to continue to grow and our margins to increase.
- *Development of New Products and Services*— We strive to stay on the cutting edge of the financial technology solutions industry by developing and launching new products and services and intend to continue to invest in product development to build new products and services and to bring them to market. This allows us to continue to meet the needs of our clients, as these needs grow and change over time. We develop our products and services from: (1) our internal new product structuring initiatives; (2) our internal development of new services; (3) third-party vendors who provide complementary financial products and services that we do not provide ourselves; and (4) third-party vendors who provide competitive financial products and services that are similar to those that we offer or are in similar categories.

We plan to continue to invest in product development in order to maintain and increase the attractiveness of our products and services. We also plan to continue integrating value-added services, including the expansion of our asset management and wealth management services to improve the popularity of our platform, enhance customer stickiness and increase revenue streams. While we expect our total expenses to increase in the short term as we plan for growth, we expect our expenses to decline as a percentage of our total revenue and income over the medium term as these investments benefit our business and our business grows. In addition, in implementing new solutions, we expect to incur initial operational investments in periods prior to the realization of any future revenues associated with this upfront investment. With the deployment of new and better technologies, management processes and training, we expect the productivity of our solutions to improve over time.

Growth of Our Active Retail Clients

We grow our Retail Client Assets, in part, by increasing the number of active clients who invest on our platform. We attract new active clients through our digital content initiatives, our direct online portals, such as *XP Direct*, *Rico* and *Clear*, and our IFA network.

The number of these clients depends on several factors, including but not limited to: (1) our brand awareness and reputation; (2) the usability and popularity of our platform; (3) the user experience across the client's journey in our ecosystem and on our platform; (4) our offerings, including access to our broad range of existing products and services and potential new solutions that add value to our clients; (5) the level of customer service and support; and (6) our ability to continue to adapt and innovate.

Our ability to increase our Retail Client Assets from new clients who invest with us is an important lever of revenue growth, though it is decreasing in contribution due to the size and economies of scale of our platform and the recurring nature of our revenues due to our business model. New active clients accounted for 15% of our retail total gross revenues in 2022, compared to 15% in 2021 and 15% in 2020.

Growth of Our Commercial Services

We also generate a smaller portion of our revenues from our Issuer and Institutional services, which are complementary to our platform and enhance the value and liquidity (through the volume of unlisted securities traded through our platform in the secondary market) of our ecosystem. These include a range of financial services to over 700 commercial clients, such as institutions and corporate issuers, that generate several revenue streams, including advisory, structuring and distribution fees from issuers and commissions and asset management fees from institutions. These revenues are based on the volume of investment and capital markets activity accessed through or transacted on our platform. We have developed tailored solutions for commercial customers and intend to (1) expand our service offerings to them; (2) foster long-term partnerships with them; and (3) increase the proportion of revenues generated from them.

Management and Improvement of Our Technology Platform

Our technology platform is critical for us to offer high quality products and services as well as to retain and attract users and customers. We must continue to expand our platform capabilities for our users and customers and enhance our clients' experience by improving existing, and developing new and innovative, features and services. We intend to continue strengthening the innovation, security, efficiency and effectiveness of our services, including our user-friendly interfaces, comprehensive functionalities and customer service capabilities. With the ongoing improvement of our technology infrastructure and compliance capabilities, we are able to serve more clients. Our ability to serve more clients, depends on, among other things, our ability to support all aspects of customer verification, record keeping and compliance functions using our technology and human resources.

In addition, our technology infrastructure and compliance capabilities also enable us to facilitate secure, fast and cost-efficient financial transactions on our platform. We must continue to upgrade our technology infrastructure and to strengthen our compliance system to keep pace with the growth of our business. In addition, we experience cyber threats and attempted security breaches. If these were successful, these cybersecurity incidents could impact revenue and operating income and increase costs. We therefore continue to make investments, which may result in increased costs, to strengthen our cybersecurity measures.

Implementation of Our Marketing Strategy

Our marketing strategy is designed to grow our business and platforms by reinforcing brand recognition and confidence associated with the XP brand and our related brands. We will continue to build and maintain brand recognition and awareness, while generating demand for our products and services through a variety of marketing campaigns, including advertising through traditional media, such as television, magazines and newspapers, online advertising and advertising through digital media, such as social media accounts, social media influencers, online videos and sponsored blogs. Marketing initiatives that specifically aim to attract new customers currently focus on introducing them to our financial services and products through our platform, enhancing our brand awareness by connecting them to our history, and creating awareness of the poor services and low returns of the products offered by traditional banks.

We believe that introducing our financial services and products to potential customers is the most efficient and cost-effective strategy to sustain our growth, creating a "network effect" where existing customers recruit new customers for us through word-of-mouth recommendations. Given the nature of our revenue streams, our investments in marketing and advertising campaigns do not realize returns in the same period in which they are made but over subsequent periods, which could adversely affect our short-term results.

Our Ability to Compete Effectively

We and our competitors compete to attract new customers and increase volume of Client Assets, attract IFAs, increase returns on customer investments, offer a broad range of products and services at competitive prices, win mandates on capital markets transactions; and introduce innovations in online digital solutions and financial services. Our ability to compete is influenced by key factors such as (1) the performance of our products and their asset classes; (2) our ability to improve our platform and launch new products and services; (3) the liquidity we provide on transactions; (4) the transaction costs we incur in providing our solutions; (5) the efficiency in the execution of transactions on our platform and through our issuer services business; (6) our ability to hire and retain talent and IFAs; and (7) our ability to maintain the security of our platform and solutions. See "Item 4. Information on the Company—B. Business Overview—Competition" for more detail on our competitors.

Brazilian Macroeconomic Environment

Our business is impacted by overall market activity and, in particular, trading volumes and market flows and volatility.

While our business is impacted by the overall activity of the market and market volatility, this impact is partially mitigated by the fact that customers do not typically withdraw the funds they invest with us, and instead allocate them to different products we offer depending on market and macroeconomic conditions. For example, during periods of high market volatility or high interest rates, our clients tend to allocate their funds in low-risk, fixed-income instruments, and during periods of low market volatility or low interest rates, they tend to allocate their funds to higher risk, high-yield instruments such as equities. In addition, we are actively engaged in the further digitalization of our financial services and products, which will help further mitigate this impact as we believe secular growth trends can offset market volatility risk. Nevertheless, there may be changes in our clients' preferences towards low-risk investments within the traditional banks due to market declines and increased volatility caused by COVID-19, which could decrease our net inflows from both new and existing clients.

The vast majority of our operations are located in Brazil. As a result, our revenues and profitability are subject to political and economic developments, such as the ongoing COVID-19 pandemic, and the effect that these factors have on the availability of credit, disposable income, employment rates and GDP growth in Brazil. Our result of operations are affected by levels of interest rates, the expansion or retraction of the capital markets, trading volumes and market inflows in Brazil, each of which impacts the number and overall volume of capital markets transactions and available overall liquidity. For more information, see "Item 3. Key Information—D. Risk Factors—Certain Risks Relating to Brazil—Economic Uncertainty and Political Instability in Brazil May Harm Us and the Price of Our Class A Common Shares."

Brazil is the largest economy in Latin America, as measured by GDP. The following table shows data for real GDP, inflation and interest rates in Brazil and the U.S. dollar/real exchange rate at the dates and for the periods indicated.

	For the year ended December 31,		
	2022	2021	2020
	(in percentages, except as otherwise indicated)		
Real growth (contraction) in gross domestic product	2.9	4.6	(4.1)
Inflation (IGP-M) ⁽¹⁾	5.5	17.8	23.1
Inflation (IPCA) ⁽²⁾	5.8	10.1	4.5
Long-term interest rates—TJLP (average) ⁽³⁾	7.2	4.8	4.9
CDI interest rate (average) ⁽⁴⁾	12.4	4.4	2.8
Period-end exchange rate—R\$ per US\$1.00	5.218	5.581	5.196
Average exchange rate—R\$ per US\$1.00 ⁽⁵⁾	5.165	5.397	5.158
Appreciation (depreciation) of the real vs. US\$ in the period ⁽⁶⁾	6.5	(11.7)	(28.9)
Unemployment rate ⁽⁷⁾	9.3	11.1	13.5

Sources: FGV, IBGE, IPEA, Central Bank and Bloomberg.

(1) Inflation (IGP-M) is the general market price index measured by the FGV.

(2) Inflation (IPCA) is a broad consumer price index measured by the IBGE.

(3) TJLP is the Brazilian long-term interest rate (average of monthly rates for the period).

(4) The CDI (certificado de depósito interbancário) interest rate is an average of interbank overnight rates in Brazil (daily average for the period).

(5) Average of the exchange rate on each business day of the period.

(6) Comparing the US\$ closing selling exchange rate as reported by the Central Bank at the end of the period's last day with the day immediately prior to the first day of the period discussed.⁵³

(7) Average unemployment rate for year as measured by the IBGE.

Inflation has a direct effect on our contracts with certain suppliers, such as telecommunications operators, whose costs are indexed to the IPCA, and data processors, whose labor costs are adjusted according to inflation. While inflation may cause our suppliers to increase their prices, we are generally able to offset this effect as higher inflation typically results in higher interest rates, increasing our spreads on certain transactions.

Our financial performance is also tied to fluctuations in interest rates, such as the Brazilian interbank deposit (certificado de depósito interbancário) rate, which is an average of interbank overnight rates in Brazil, or "CDI," because such fluctuations affect the value of the net interest margins we earn on financial investments we allocate customer funds to on an overnight basis, compounding our Client Assets base as well as the potential mix of products clients are willing to invest in.

Exchange Rates

The Brazilian foreign exchange system allows the purchase and sale of foreign currency and the international transfer of reais by any person or legal entity, regardless of the amount, subject to certain regulatory procedures.

In 2017, the real depreciated by 1%, with the exchange rate reaching R\$3.308 per US\$1.00 on December 31, 2017. In 2018, the real depreciated an additional 16%, to R\$3.875 per US\$1.00 on December 31, 2018. In 2019, the real depreciated an additional 4% to R\$4.031 per US\$1.00 on December 31, 2019. In 2020, the real depreciated an additional 29% to R\$5.197 per US\$1.00 on December 31, 2020. In 2021, the real depreciated an additional 7% to R\$5.581 per US\$1.00 on December 31, 2021. The real/U.S. dollar exchange rate reported by the Central Bank was R\$5.287 per US\$1.00 on December 31, 2022, which reflected a 0.6% appreciation of the real against the U.S. dollar during 2022 due primarily to the continued impact of the COVID-19 pandemic on the Brazilian economy. As of April 25, 2023, the real/U.S. dollar exchange rate reported by the Central Bank was R\$5.061 per US\$1.00, an appreciation of 3% of the real since December 31, 2022. There can be no assurance that the real will not depreciate or appreciate further against the U.S. dollar. The Central Bank has previously intervened in the foreign exchange market to attempt to control instability in foreign exchange rates. We cannot predict whether the Central Bank or the Brazilian government will continue to allow the real to float freely or will intervene in the exchange rate market by re-implementing a currency band system or otherwise. The real may depreciate or appreciate substantially against the U.S. dollar in the future. Furthermore, Brazilian law provides that, whenever there is a serious imbalance in Brazil's balance of payments or there are serious reasons to foresee a serious imbalance, temporary restrictions may be imposed on remittances of foreign capital abroad. We cannot assure you that the Brazilian government will not place restrictions on remittances of foreign capital abroad in the future.

The following table sets forth, for the periods indicated, the high, low, average and period-end exchange rates for the purchase of U.S. dollars expressed in Brazilian reais per U.S. dollar. The average rate is calculated by using the average of reported exchange rates by the Central Bank on each business day during a monthly period and on the last day of each month during an annual period, as applicable. As of April 25, 2023, the exchange rate for the purchase of U.S. dollars as reported by the Central Bank was R\$5.061 per US\$1.00.

Year	Period-End	Average ⁽¹⁾	Low ⁽²⁾	High ⁽³⁾
2018	3.874	3.656	3.139	4.188
2019	4.031	3.946	3.651	4.259
2020	5.196	5.158	4.021	5.937
2021	5.581	5.397	4.894	5.879
2022	5.218	5.166	4.618	5.704

Source: Central Bank.

- (1) Represents the average of the exchange rates on the closing of each business day during the year.
(2) Represents the minimum of the exchange rates on the closing of each business day during the year.
(3) Represents the maximum of the exchange rates on the closing of each business day during the year.

Month	Period-End	Average ⁽¹⁾	Low ⁽²⁾	High ⁽³⁾
October 2022	5.2570	5.2503	5.1411	5.3454
November 2022	5.2941	5.2747	5.0360	5.4655
December 2022	5.218	5.242	5.145	5.341
January 2023	5.099	5.201	5.077	5.446
February 2023	5.208	5.172	4.990	5.253
March 2023	5.125	5.217	5.125	5.298
April 2023 (through April 25, 2023)	5.061	5.163	4.910	5.446

Source: Central Bank.

- (1) Represents the average of the exchange rates on the closing of each business day during the month.
(2) Represents the minimum of the exchange rates on the closing of each business day during the month.
(3) Represents the maximum of the exchange rates on the closing of each business day during the month.

Description of Principal Line Items

Total Revenue and Income

Our total revenue and income consist of (1) net revenue from services rendered; and (2) net income from financial instruments.

Net Revenue from Services Rendered

This is our main source of revenue, deriving mostly from services rendered and fees charged at daily transactions from customers and consisting of:

- Brokerage commissions, which consist of: (1) commissions earned on trading of stock, futures and derivatives listed on the B3 by our retail clients; (2) commissions earned on trading of stock, futures and derivatives listed on the B3 by our institutional clients; (3) commissions earned on intermediation of non-deliverable-forward and other over-the-counter contracts; and (4) commissions earned on trading of US equities, futures and derivatives by our international institutional clients.
- Securities placements, which consist of: (1) fees earned on COE sales to retail clients (we structure the COE based on perception of demand and attractiveness of a specific exposure under current and prospective macroeconomic scenarios, and a partner bank issues the COE); (2) structuring fees related to issuer services where we are hired by corporate clients placing fixed income, equity or exchange traded fund securities in the capital markets; (3) distribution fees on the sale of such securities to our retail and/or institutional clients; and (4) recurring fees we charge third-party financial institutions that regularly offer CDs or other bank fixed income securities to our retail clients.
- Management fees, which consist of (1) fixed and performance-based management fees from funds managed by our asset managers and sold to our clients; (2) fees from distributions (rebates from fixed and performance-based management fees) of mutual and hedge funds managed by third-party asset managers to our clients; and (3) fixed management fees from XP Advisory managed portfolios and exclusive funds for high net worth retail clients. Fixed management fees are charged on a monthly basis and performance-based management fees for the majority of our funds are charged in June and December of each year.
- Insurance brokerage fees, which consist of (1) fees from distributions (rebates from fixed and performance-based management fees) of retirement plans managed by third-party asset managers sold to our retail clients; and (2) rebates on Whole Life insurance products issued by third-party insurance companies, sold to our retail clients.
- Educational services fees, which consist of fees we charge in connection with the financial education and investment-related courses produced by XP Educação and sold to our retail clients and to non-clients, as part of our digital content offerings.
- Commission Fees, which consist mainly of interchange fees, related to credit card transactions, and loan operations structuring fees.
- Other services, which consist of several small revenue streams, including (1) fees charged to retail clients with negative cash balances (typically as a result of margin calls related to equities and derivatives trading); (2) advertising and other digital content fees generated by Infomoney; and (3) issuer services advisory fees from M&A and other financial advisory mandates.
- Deduction from sales taxes and contributions on revenues, including taxes on services (ISS) and contributions on revenues (Social Integration Program – PIS, and Social Security Program – COFINS).

Net Income from Financial Instruments.

A portion of our total revenue and income we generate from our investment distribution platform to retail clients and our institutional brokerage business lines are accounted for not as net revenue from services rendered but as net income from financial instruments, including through: (1) the difference between purchases and sales earned on sales of corporate, bank and government fixed income securities to our retail clients and institutional clients (some of which we purchase from the issuer and resell to the client instantaneously, and some of which we hold over short periods to leverage flow and add liquidity to the market); (2) sales of structured notes and more complex derivative instruments to our retail clients (in which we are the counterparty of the listed derivative that the client is buying to build the structured note, and we then hedge consolidated exposures in the market); (3) interest income on loans to our retail clients; and (4) interest earned on uninvested cash balances of our retail clients which we allocate to overnight and other highly liquid investments. In addition, a small portion of this revenue line is linked to our principal trading operations, which in general consist of investing our own net cash balances in conservative securities and arbitrage and other investments with little to no direct exposure. Income from financial instruments is deducted by taxes and contributions on financial income.

Operating Costs and Expenses

Operating costs. Operating costs primarily consist of: (1) commission and incentive costs paid to IFAs based on the revenues they generate from the retail clients that they serve and additional incentives to accelerate business expansion; (2) clearinghouse, custody and other financial services fees paid, primarily to the B3; (3) operating losses related to our activities in the ordinary course of our business; and (4) provisions for bad debts.

Selling expenses. Selling expenses consist of advertising and publicity/marketing expenses, primarily in connection with our initiatives to promote our brands to retail clients.

Administrative expenses. Administrative expenses primarily consist of personnel related expenses, including fixed and variable compensation, benefits and social and payroll taxes. Administrative expenses also consist of expenses related to: (1) data processing services; (2) technical services; (3) third-party services; (4) office rent; (5) depreciation and amortization; (6) communications; (7) travel; (8) legal and judicial; and (9) miscellaneous taxes.

Other operating income (expenses), net. Other operating expenses, net primarily consist of: (1) incentives earned from the Brazilian Treasury Bonds (*Tesouro Direto*) and B3 transactions as a result of marketing campaigns to increase our number of retail clients and Client Assets of certain asset classes and incentives received from third parties, mainly due to the joint development of retail products; (2) recovery of charges and expenses; (3) reversal of operating provisions, and other income lines, net of expenses; (4) legal, administrative proceedings and agreements with customers; (5) operating losses on write-offs and disposal of assets; (6) fines and penalties; (7) charitable contributions; (8) associations and regulatory fees and (9) other expenses.

Expected credit losses. Expected credit losses primarily consist of the difference between the contractual cash flows due in accordance with certain agreements and all the cash flows that we expect to receive, discounted at an approximation of the original effective interest rate.

Interest expenses. Interest expenses arising from the loans, lease liabilities and debentures that we have borrowed, contracted and issued.

Share of profit or (loss) in joint ventures and associates. Share of profit or (loss) in joint venture and associates is related to equity accounting.

Income before Income Tax

Income before income tax consists of our net revenue and income minus our operating costs, selling and administrative expenses, other net other operating expenses and interest expenses.

Income Tax Expense

Our subsidiaries are subject to different income tax regimes and statutory rates as of December 31, 2022. In addition, the Brazilian government instituted an additional and temporary regime that lasted until December 31, 2021, which increased certain rates by five percentage points. Given that: (1) Banco XP is taxed at a 45% income tax rate (or 50% during 2021); (2) XP CCTVM and XP Seguradora are taxed at a 40% income tax rate (or 45% during 2021); (3) XP Gestão, XP Educação, XP Corretora de Seguros, Vista, XP PE and XP Allocation and holding entities are taxed at a 34% income tax rate; (4) XP Finanças, Infomoney, Tecfinance and other operating entities are taxed at a 10.9% tax rate on revenues (34% rate on a presumed net margin of 32%); and (5) XP Investments and XP Investments UK LLØre taxed at US and UK tax rates, respectively. Accordingly, the effective tax rate of our consolidated operations fluctuates over time according to the portion of our total net income that was generated in each of these entities. For 2022, 2021 and 2020, our effective tax rate was (3.9)%, 5.8% and 14.0% respectively.

Net Income for the Year

Net income for the year consists of our income before income tax minus our income taxes and social security obligations.

Results of Operations

Year Ended December 31, 2022, Compared to the Year Ended December 31, 2021

The following table sets forth our income statement data for the years ended December 31, 2022 and 2021:

	For the years ended December 31,		
	2022	2021	Variation (%)
	(R\$ millions, except for percentages)		
Income statement data			
Net revenue from services rendered	5,940	6,196	(4) %
Net income from financial instruments at amortized cost and at fair value through other comprehensive income	1,145	(1,559)	(173) %
Net income from financial instruments at fair value through profit or loss	6,262	7,440	(16) %
Total revenue and income	13,347	12,077	11 %
Operating costs and expenses			
Operating costs	(3,871)	(3,430)	13 %
Selling expenses	(139)	(227)	(39) %
Administrative expenses	(5,641)	(4,693)	20 %
Other operating income (expenses), net	257	324	(21) %
Expected credit losses	(94)	(93)	2 %
Interest expense on debt	(402)	(136)	196 %
Share of profit or (loss) in joint ventures and associates	(12)	(8)	58 %
Income before income tax	3,445	3,815	(10) %
Income tax expense	136	(223)	(161) %
Net income for the year	3,580	3,592	n.m.

n.m. = not meaningful.

Total Revenue and Income

Total revenue and income for the year ended December 31, 2022 was R\$13,347 million, an increase of R\$1,270 million, or 11%, from R\$12,077 million for the year ended December 31, 2021. Net revenues from services rendered represented a decrease of R\$256 million within total revenue and income, driven by:

- a R\$286 million decrease in revenue from securities placements, primarily attributable to the decrease in mandates where we acted as placement agents or underwriters for third-party transactions in the domestic and international capital markets. Despite the unfavorable scenario for equity capital markets, our debt capital markets revenue has been more relevant, as we believe it tends to be less volatile in different macroeconomic scenarios.
- a R\$362 million decrease in brokerage commissions, driven by a 11% decrease in the average daily traded volume in equities in the year ended December 31, 2022.
- a R\$91 million increase in management fees, as a result of (1) management fees from our funds and managed portfolios, which grew 17.6% from R\$782 million to R\$920 million, driven mostly by a 11% increase in Retail AUM, and of (2) fees from distributions (rebates from management fees) of funds managed by third-party asset managers. Management fees attributable to funds managed by third parties (fees from distributions) decreased from 48% of total management fees for the year ended December 31, 2021 to 42% for the year ended December 31, 2022, while management fees attributable to funds and portfolios managed by our asset managers increased from 52% to 58% during the same period. For the year ended December 31, 2022, 13% of management fees were performance-based and 87% were non-performance-based (i.e., fixed annual fees);
- a R\$44 million decrease in revenue from the sale of our online educational products through our XP Educação portal. Our educational services plays an important role in educating Brazilians and making them more proficient in financial products and services. It also enhances client's relationships and attracts new clients that grow our retail platform.
- a R\$20 million increase in insurance brokerage fees, driven by a higher sale of retirement plans and insurance products to retail clients;
- a R\$371 million increase in banking fees, mainly related to interchange fees received in credit card transactions;

- a R\$83 million decrease in other services, including a R\$85 million decrease in penalties collected from retail clients, a R\$16 million decrease in client's margin coverage fees, a R\$50 million increase in other ancillary revenues related to the increase in trading operations, such as third-party trading platform fees, and revenue from marketing events; and
- net of a R\$37 million decrease in taxes and contributions on services.

Net income from financial instruments represented R\$1,526 million of the increase in total revenue and income, driven by the growth in our retail investment distribution platform (whose retail clients grew 14% and Client Assets grew 16% period-over-period), in our institutional businesses, and the increase in our Adjusted Gross Financial Assets balances.

Operating Costs and Expenses

Operating costs. Operating costs for the year ended December 31, 2022 were R\$3,871 million, an increase of R\$441 million, or 13%, from R\$3,430 million for the year ended December 31, 2021. This increase was primarily attributable to a R\$171 million increase in cashback costs related to credit card transactions performed by our customers and a R\$93 million increase in commission and incentive costs payable to our IFAs as part of the growth of our omni-channel distribution network. Incentive costs are capitalized and amortized over the life of the signed contracts. In addition, clearinghouse fees increased by R\$16 million, operating losses by R\$35 million and other costs and third-party services by R\$125 million. As a percentage of total revenue and income, our operating costs increased at 29% for the year ended December 31, 2022 compared to the 28% for year ended December 31, 2021.

Selling expenses. Selling expenses for the year ended December 31, 2022 were R\$139 million, a decrease of R\$89 million, or 39%, from R\$227 million for the year ended December 31, 2021, in line with the marketing guidance, that focused on alternative and efficient communication strategies.

Administrative expenses. Administrative expenses for the year ended December 31, 2022 were R\$5,641 million, an increase of R\$949 million, or 20%, from R\$4,692 million for the year ended December 31, 2021. This increase was primarily attributable to:

- a R\$516 million, or 15%, increase in personnel expenses related to an increase in total employee headcount (from 6,193 employees as of December 31, 2021 to 6,928 employees as of December 31, 2022), reflecting the expansion of recently launched business lines, of our distribution channel through advisors and also the accelerated expansion of our technology team and the compensation related to our shared-based plan;
- a R\$235 million, or 52%, increase in data processing expenses, mainly related to consultancy services in connection with the operation and maintenance of our platform's software.
- a R\$148 million, or 59%, increase in third parties' services, mainly due to technology solutions related to online and social media;
- a R\$41 million, or 59%, increase in depreciation of property and equipment and right-of-use assets as a result of new leases contracts; and
- a R\$67 million, or 41%, decrease in amortization of intangible assets as a result of (1) new software licenses as SaaS agreements during 2022, being recorded as prepaid expenses and (2) accelerated amortization of some software licenses during 2021.

Other operating income (expenses), net. We recorded other operating income/expenses, net of R\$257 million for the year ended December 31, 2022 compared to other operating income, net of R\$324 million for the year ended December 31, 2021. This variation is primarily due to a decrease of R\$81 million income related to incentives from third parties, mainly as a result of the joint development of retail products and also the association of such entities with the XP ecosystem for the year ended December 31, 2022.

Income before Income Taxes

As a result of the foregoing, income before income taxes for the year ended December 31, 2022 was R\$3,445 million, a decrease of R\$371 million, or 10%, from R\$3,816 million for the year ended December 31, 2021.

Income Tax Expense

Income tax expense for the year ended December 31, 2022 was a R\$136 million income, a decrease of R\$358 million, or 161%, from a R\$223 million expense for the year ended December 31, 2021. This decrease was primarily attributable to a decrease in our effective tax rate to (3.9)% for the year ended December 31, 2022 from 5.8% for the year ended December 31, 2021, as a result of revenues at the level of entities and investment funds which adopt different taxation regimes according to the applicable rules in their jurisdictions.

Net Income for the Year

As a result of the foregoing, net income for the year ended December 31, 2022 was R\$3,580 million, a decrease of R\$12 million from R\$3,592 million for the year ended December 31, 2021.

Year Ended December 31, 2021, Compared to the Year Ended December 31, 2020

The following table sets forth our income statement data for the years ended December 31, 2021 and 2020:

	For the years ended December 31,		
	2021	2020	Variation (%)
	(R\$ millions, except for percentages)		
Income statement data			
Net revenue from services rendered	6,196	5,016	24
Net income from financial instruments at amortized cost and at fair value through other comprehensive income	(1,559)	183	(950)
Net income from financial instruments at fair value through profit or loss	7,440	2,952	152
Total revenue and income	12,077	8,152	48
Operating costs and expenses			
Operating costs	(3,430)	(2,645)	30
Selling expenses	(227)	(135)	69
Administrative expenses	(4,693)	(3,014)	56
Other operating income (expenses), net	324	171	90
Expected credit losses	(93)	(56)	67
Interest expense on debt	(136)	(53)	158
Share of profit or (loss) in joint ventures and associates	(8)	1	(994)
Income before income tax	3,815	2,421	58
Income tax expense	(223)	(340)	(34)
Net income for the year	3,592	2,081	73

n.m. = not meaningful.

Total Revenue and Income

Total revenue and income for the year ended December 31, 2021 was R\$12,077 million, an increase of R\$3,926 million, or 48%, from R\$8,152 million for the year ended December 31, 2020. Net revenues from services rendered represented R\$1,180 million of the increase in total revenue and income, driven by:

- a R\$488 million increase in revenue from securities placements, primarily attributable to the increase in mandates where we acted as placement agents or underwriters for third-party transactions in the domestic and international capital markets. Despite the unfavorable scenario for ECM, we believe that our revenue profile is more exposed to DCM revenues, which tend to be less volatile in different macroeconomic scenarios.
- a R\$325 million increase in brokerage commissions, as a result of the increase in the number of active retail clients (which grew 23% period over period), driven by an increase in the average daily traded volume in B3 in equities and in the average of daily trades in the year ended December 31, 2021, as we had an average of 2,744 thousand daily trades on our platform compared to an average of 2,449 thousand daily trades in the year of 2020;
- a R\$266 million increase in management fees, as a result of (1) management fees from our funds and managed portfolios, which grew 22% from R\$1,224 million to R\$1,490 million, driven mostly by a 65% increase in Retail AUM, and in (2) fees from distributions (rebates from management fees) of funds managed by third-party asset managers, which grew 12% from R\$633 million to R\$708 million driven mostly by a 23% increase in the Client Assets allocated in those funds. As a result management fees attributable to funds managed by third parties (fees from distributions) increase from 48% of total management fees for the year ended December 31, 2020 to 52% for the year ended December 31, 2021, while management fees attributable to funds and portfolios managed by our asset managers decreased from 52% to 48% during the same period. For the year ended December 31, 2021, 88% of management fees were performance-based and 12% were non-performance-based (i.e., fixed annual fees);

- a R\$47 million decrease in revenue from the sale of our online educational products through our XP Educação portal. Our educational services plays an important role in educating Brazilians and making them more proficient in financial products and services. It also enhances client's relationships and attracts new clients that grow our retail platform. This year's trends remained pressured by the absence of in-person events and courses;
- a R\$20 million increase in insurance brokerage fees, driven by a higher sale of retirement plans and insurance products to retail clients;
- a R\$102 million increase in commission fees related to our new lines of business linked to our retail clients ecosystem;
- a R\$145 million increase in other services, including a R\$47 million increase in penalties collected from retail clients, a R\$47 million increase in client's margin coverage fees, a R\$28 million increase in other ancillary revenues related to the increase in trading operations, such as securities lending, third-party trading platform fees partially offset by an increase in revenue from marketing events and revenue from energy trading and a R\$24 million increase in commission from securities loaned and operations; and
- net of a R\$119 million decrease in taxes and contributions on services.

Net income from financial instruments represented R\$2,746 million of the increase in total revenue and income, driven by the growth in our retail investment distribution platform (whose retail clients grew 23% and Client Assets grew 23% period-over-period), in our institutional businesses, and the increase in our Adjusted Gross Financial Assets balances.

Operating Costs and Expenses

Operating costs. Operating costs for the year ended December 31, 2021 were R\$3,430 million, an increase of R\$785 million, or 30%, from R\$2,645 million for the year ended December 31, 2020. This increase was primarily attributable to a R\$632 million increase in commission and incentive costs payable to our IFAs as part of the growth of our omni-channel distribution network. Incentive costs are capitalized and amortized over the life of the signed contracts. In addition, clearinghouse fees increased by R\$67 million, operating losses by R\$5 million and other costs and third-party services by R\$80 million. As a percentage of total revenue and income, our operating costs decreased at 28% for the year ended December 31, 2021 compared to the 32% for year ended December 31, 2020.

Selling expenses. Selling expenses for the year ended December 31, 2021 were R\$227 million, an increase of R\$93 million, or 69%, from R\$135 million for the year ended December 31, 2020, due to an increase in advertising and publicity expenses in connection with the impacts of COVID-19 in our traditional, online and social media advertising initiatives, in line with our marketing strategy.

Administrative expenses. Administrative expenses for the year ended December 31, 2021 were R\$4,693 million, an increase of R\$1,679 million, or 56%, from R\$3,014 million for the year ended December 31, 2020. This increase was primarily attributable to:

- a R\$1,289 million, or 60%, increase in personnel expenses related to an increase in total employee headcount (from 3,651 employees as of December 31, 2020 to 6,193 employees as of December 31, 2021), reflecting the fast growth of the company, the expansion of recently launched business lines and especially the accelerated expansion of our technology team and the compensation related to our shared-based plan;
- a R\$128 million, or 40%, increase in data processing expenses, mainly related to consultancy services in connection with the operation and maintenance of our platform's software.
- a R\$67 million, or 66%, increase in third parties' services, mainly due to technology solutions related to online and social media;
- a R\$1 million, or 2%, increase in depreciation of property and equipment and right-of-use assets as a result of new leases contracts; and
- a R\$87 million, or 115%, increase in amortization of intangible assets as a result of acquisitions of software to develop our platform and services.

Other operating income (expenses), net. We recorded other operating income/expenses, net of R\$324 million for the year ended December 31, 2021 compared to other operating income, net of R\$171 million for the year ended December 31, 2020. This variation is primarily due to an increase (1) of R\$13 million income related to incentives from third parties, mainly as a result of the joint development of retail products and also the association of such entities with the XP ecosystem for the year ended December 31, 2021; and (2) of R\$48 million in expenses related to losses on write-off and disposal of assets recognized in 2020, mainly related to lease contracts, facilities, furniture and equipment in connection with our initiative to reduce our office space in the city of São Paulo following our implementation of a permanent remote work model; (3) of R\$42 million in expenses with legal, administrative proceedings and settlements during the year; and (4) of R\$11 million related to charitable contributions related the initiatives we launched in 2020 following the first cases of COVID-19 in Brazil and other initiatives which we continue to work in 2021.

Income before Income Taxes

As a result of the foregoing, income before income taxes for the year ended December 31, 2021 was R\$3,815 million, an increase of R\$1,394 million, or 58%, from R\$2,421 million for the year ended December 31, 2020.

Income Tax Expense

Income tax expense for the year ended December 31, 2021 was R\$223 million, a decrease of R\$117 million, or 34%, from R\$340 million for the year ended December 31, 2020. This decrease was primarily attributable to a decrease in our effective tax rate to 5.8% for the year ended December 31, 2021 from 14.0% for the year ended December 31, 2020, as a result of revenues at the level of entities and investment funds which adopt different taxation regimes according to the applicable rules in their jurisdictions.

Net Income for the Year

As a result of the foregoing, net income for the year ended December 31, 2021 was R\$3,592 million, an increase of R\$1,511 million, or 73%, from R\$2,081 million for the year ended December 31, 2020.

B. Liquidity and Capital Resources

As of December 31, 2022, we had R\$4,967 million in cash and cash equivalents. We believe that our current available cash and cash equivalents and the cash flows from our operating activities will be sufficient to meet our working capital requirements and capital expenditures in the ordinary course of business for the next 12 months.

The following table shows the generation and use of cash for the periods indicated:

	For the year ended December 31,		
	2022	2021	2020
	(R\$ millions)		
Cash flow data			
Income before income tax	3,445	3,815	2,421
Adjustments to reconcile income before income tax	1,097	1,560	564
Income tax paid	(371)	(784)	(519)
Contingencies paid	(3)	(3)	(2)
Interest paid	(198)	(81)	(71)
Changes in working capital assets and liabilities	(2,479)	(3,032)	(398)
Adjusted net cash flow (used in) from operating activities	1,491	1,475	1,996
Net cash flow (used in) from securities, repos, derivatives and banking activities	313	(5,496)	(485)
Net cash flows from (used in) operating activities	1,804	(4,020)	1,511
Net cash flows from (used in) investing activities	(372)	(1,151)	(582)
Net cash flows from (used in) financing activities	(200)	6,639	789
Net increase in cash and cash equivalents	1,232	1,468	1,717
Effects of exchange rate changes on cash and cash equivalents	(17)	(377)	55

Our cash and cash equivalents include cash on hand, interbank certificate deposits with banks and other highly liquid securities purchased under agreements to resell with original maturities of nine months or less, which have an immaterial risk of change in value. For more information, see note 6 to our audited consolidated financial statements included elsewhere in this annual report.

Net Cash Flows from Operating Activities

Our net cash flows from operating activities for the year ended December 31, 2022 increased to a net cash generated of R\$1,804 million from a net cash used of R\$4,020 million in the year ended December 31, 2021, primarily driven by: (1) higher balance of securities and derivatives that we hold in the ordinary course of our business as a retail investment distribution platform and as an institutional broker-dealer (with respect to the sale of fixed income securities and structured notes); (2) our strategy to allocate excess cash and cash equivalents from treasury funds, from Float Balances and from retirement plans balances to securities and other financial assets. These balances may fluctuate substantially from quarter to quarter and were the key drivers to the net cash flow from operating activities figures; (3) increases in our banking activities from loans operations, market funding operations mainly derived from deposits (time deposits), structured operations certificates (COEs) and financial bills as a result of our expected growth in new financials services verticals; and (4) other financial liabilities as structure financing, credit card operations among others. Our income before tax combined with non-cash expenses consisting primarily of (a) net foreign exchange differences of R\$302 million in 2022 and R\$507 million in 2021, (b) share-based plan of R\$585 million in 2022 and R\$561 million in 2021, (c) interest accrued of R\$429 million in 2022 and R\$182 million in 2021, and (d) depreciation and amortization of R\$206 million in 2022 and R\$232 million in 2021. The total amount of adjustments to reconcile income before income taxes was R\$1,097 million in 2022 and R\$1,560 million in 2021. Reclassifications of prior period amounts, related to income from share in the net income of associates measured at fair value, have been made to conform to the current period presentation.

If the variation from securities, repos, derivatives and banking activities lines were to be excluded from the analysis, adjusted net cash flow from operating activities would have increased to R\$1,491 million for the year ended December 31, 2022 from R\$1,475 million for the year ended December 31, 2021, reflecting a lower consumption of cash in working capital assets and liabilities.

Our net cash flows from operating activities for the year ended December 31, 2021 decreased to a net cash used of R\$4,020 million from a net cash generated of R\$1,511 million in the year ended December 31, 2020, primarily driven by: (1) higher balance of securities and derivatives that we hold in the ordinary course of our business as a retail investment distribution platform and as an institutional broker-dealer (with respect to the sale of fixed income securities and structured notes); (2) our strategy to allocate excess cash and cash equivalents from treasury funds, from Float Balances and from retirement plans balances to securities and other financial assets. These balances may fluctuate substantially from quarter to quarter and were the key drivers to the net cash flow from operating activities figures; (3) increases in our banking activities from loans operations, market funding operations mainly derived from deposits (time deposits), structured operations certificates (COEs) and financial bills as a result of our expected growth in new financials services verticals; and (4) other financial liabilities as structure financing, credit card operations among others. Our income before tax combined with non-cash expenses consisting primarily of (a) net foreign exchange differences of R\$507 million in 2021 and R\$1 million in 2020, (b) share-based plan of R\$561 million in 2021 and R\$233 million in 2020, and (c) depreciation and amortization of R\$232 million in 2021 and R\$143 million in 2020. The total amount of adjustments to reconcile income before income taxes was R\$1,607 million in 2021 and R\$564 million in 2020.

If the variation from securities, repos, derivatives and banking activities lines were to be excluded from the analysis, adjusted net cash flow from operating activities would have decreased to R\$1,475 million for the year ended December 31, 2021 from R\$1,996 million for the year ended December 31, 2020, reflecting a higher consumption of cash in working capital assets and liabilities.

Net Cash Flows used in Investing Activities

Our net cash flows used in investing activities decreased from R\$1,151 million in the year ended December 31, 2021 to R\$372 million in the year ended December 31, 2022, primarily affected by: (1) R\$244 million in investments in subsidiaries, associates and joint ventures, mostly related to our asset management strategy, which decreased from R\$798 million in the year ended December 31, 2021; and (2) R\$127 million in investments in intangible assets and property plans and equipment, mostly IT infrastructure and capitalized software, which decreased from R\$353 million in the year ended December 31, 2021.

Our net cash flows used in investing activities increased from R\$582 million in the year ended December 31, 2020 to R\$1,151 million in the year ended December 31, 2021, primarily affected by: (1) R\$798 million in investments in subsidiaries and joint ventures, mostly related to our asset management strategy; and (2) R\$353 million in investments in intangible assets and property plans and equipment, mostly IT infrastructure and capitalized software, which increased from R\$292 million in the year ended December 31, 2020.

Net Cash Flows from Financing Activities

Our net cash flows from financing activities decreased from cash provided to financing activities of R\$6,639 million in the year ended December 31, 2021 to a cash used in financing activities of R\$200 million in the year ended December 31, 2022, primarily due to (1) the acquisition of treasury shares under the share buy-back program in the total amount of R\$1,815 million; (2) the proceeds from the issuance of debentures in the total amount of R\$1,891 million; and (3) the payments of borrowings, lease liabilities and debt securities in the total amount of R\$278 million.

Our net cash flows from financing activities increased from R\$789 million in the year ended December 31, 2020 to R\$6,639 million in the year ended December 31, 2021, primarily due to (1) the issuance of bonds in the total amount of R\$4,191 million; (2) the proceeds from the initial public offering of XPAC Acquisition Corp., or "XPAC," which are restricted to be used solely for the purpose of XPAC transactions; (3) borrowings mostly derived from our loan agreement with Banco Nacional de México in a total amount of R\$1,571 million; (4) the issuance of non-convertible debentures to fund our construction of Villa XP in São Roque, State of São Paulo in the total amount of R\$501 million; and (5) a decrease in payments of borrowings and lease liabilities to R\$76 million in the year ended December 31, 2021 from R\$153 million in the year ended December 31, 2020.

Indebtedness

As of December 31, 2022, we had R\$1,866 million in outstanding loans, R\$286 million in lease liabilities, R\$2,597 million in outstanding debentures and R\$3,911 million in senior notes issued by us. As of December 31, 2022, we were in compliance with all the covenants of our material loan agreements and debentures. The following is a description of our material indebtedness as of the date of this annual report:

Borrowings

On March 28, 2018, XP Brazil entered into a loan agreement with the International Finance Corporation (IFC), or the "IFC Loan," in the amount of R\$325.4 million, which was borrowed to finance the expansion of operations and increase the number of clients and IFAs. The loan accrues interest at a rate per annum equal to the CDI rate + 0.74% and matures on April 15, 2023. The principal amount is due on the maturity date and interest is payable semiannually on April 15 and October 15 of each year. In July 2020 we prepaid a portion of the IFC Loan in the aggregate amount of R\$54 million. As of December 31, 2022, R\$280 million was outstanding under the IFC Loan.

On May 28, 2021, we entered into a credit agreement with Banco Nacional de México S.A. for a term loan in the amount of US\$295 million. This loan bears interest at the annual rate of 2.55%, payable annually in arrears on May 23, 2022, and matures on the same date. On May 2022, the loan agreement was rolled over for 1 year, amending the maturity to May 23, 2023. The loan is guaranteed by collateral securities. As of December 31, 2022, R\$1,586 million was outstanding under the this credit agreement.

Debentures

On December 8, 2021, XP Energia issued non-convertible Debentures in the amount of R\$485.5 million. The principal amount is due and will be paid on the maturity date on December 8, 2023. The interest rate is CDI+2.5% payable annually. As of December 31, 2022, total amount outstanding under the debentures was R\$ 736.4 million, out of which R\$ 106.1 million is held by entities within the our group and as such is included in the consolidated financial statement.

On July 19, 2022, XP Brazil issued non-convertible debentures in the amount of R\$1.8 billion (R\$900 million of series 1 and R\$900 million of series 2). Both series have in aggregate a maximum authorized issuance up to R\$1.8 billion. The principal amount is due and will be paid on the maturity date as follows: (i) June 23, 2024 (series 1) and (ii) June 23, 2025 (series 2). The interest rates for series 1 and series 2 debentures are CDI+1.75% and CDI+1.90%, respectively. As of December 31, 2022, the total amount was R\$ 1.9 billion.

3.250% Senior Notes Due 2026

On June 24, 2021, we issued senior notes due 2026 in an aggregate principal amount of US\$750.0 million. The 3.250% notes due 2026 bear interest at the annual rate of 3.250%, payable semiannually in arrears on January 1 and July 1 of each year, which commenced on January 1, 2022. The 3.250% notes due 2026 are guaranteed by XP Investimentos S.A. and have been listed on the Singapore Exchange Securities Trading Limited since July 1, 2021. As of December 31, 2022, the aggregate amount outstanding of the 3.250% notes due 2026 was R\$3,561 million.

Certain of our loans and debentures are subject to certain restrictive covenants and require that the borrower entity (as indicated below) meet certain financial ratios, which are as follows:

IFC Loan

- an XP Brazil risk weighted capital adequacy ratio of not less than (1) 18% until December 31, 2019, (2) 16% until March 31, 2020, (3) 14% until June 30, 2020, and (4) 12% thereafter, which is calculated as total capital divided by risk-weighted assets;
- an XP Brazil equity-to-assets ratio which is calculated as shareholders' equity divided by our total assets excluding: (1) the amount of float; (2) retirement plans liabilities; (3) reverse securities purchased under agreements to resell, which have Brazilian sovereign government bonds as collateral; and (4) forward derivatives contracts recorded under derivatives financial instruments (assets), which have Brazilian sovereign government bonds as collateral;
- an XP Brazil economic group exposure ratio not to exceed 25%, which is calculated as the exposure of the borrower to any person or economic group, excluding assets held on behalf of clients booked in the line of third-party settlements, divided by total capital;
- an XP Brazil open credit exposures ratio not to exceed 25%, which is calculated as problem exposures less total provisions divided by total capital. Problem exposures is calculated as the sum of (1) exposures where any portion of such exposures are, on a non-accrual basis 90 days or more in arrears, or for which there is otherwise doubt that payments will be made in full; (2) exposures where any portion of such exposures has been a restructured troubled loan within the past consecutive 12 months; (3) assets received in lieu of payment (including, but not limited to, real estate and equity shares); and (4) claims on other persons that are unreconciled, unsettled or otherwise unresolved for 90 days or longer;
- an XP Brazil short-term liquidity ratio of not less than 1.05:1, which is calculated as liquid assets divided by short-term liabilities. Liquid assets is calculated as the sum of cash on hand, call deposits with banks and financial institutions, marketable securities with a triple A rating, government bonds, treasury bills and other assets that can be sold or withdrawn, on demand, or within 30 days, excluding assets held on behalf of clients booked in the line of third parties settlements. Short-term liabilities are calculated as callable liabilities and liabilities maturing within 30 days, excluding assets held on behalf of clients booked in the line of third-party settlements; and
- compliance with material requirements from SUSEP imposed on XP VP, including minimum capital requirements, as well as with material requirements from the Central Bank, imposed on Banco XP, including capital adequacy ratios, economic group exposure, liquidity coverage ratio, and any other requirements from time to time imposed by any authority.

Debentures

- an XP Brazil regulatory capital ratio 1% or more above the minimum regulatory capital requirement as established by the Central Bank from time to time; and
- an XP Brazil pre-tax income to financial expenses ratio greater than or equal to 2:1.

As of December 31, 2022, we were in compliance with the covenants in our loan agreements and debentures, as described above. For further information on our indebtedness, see note 36 to our audited consolidated financial statements included elsewhere in this annual report.

Off-balance Sheet Arrangements

As of December 31, 2022, the off-balance sheet arrangements total an amount of R\$5,015 million (compared to R\$ 1,367 million as of December 31, 2021). The off-balance sheet arrangements refer to credit card limits granted and not used by our customers. The amounts granted are linked to the value of customers' assets held in guarantee by XP, and may vary daily according to the variation in the credit risk of our customers, as well as the variation in the value of the guarantees. Besides that, we offer to our customers other types of collateral agreements, such as letters of guarantee.

Capital Expenditures

In the years ended December 31, 2022, 2021 and 2020, we made capital expenditures of R\$127 million, R\$353 million, and R\$292 million, respectively. Total capital expenditures as a percentage of total net revenue and income were 1.0% in 2022, 2.9% in 2021, and 3.6% in 2020. These capital expenditures mainly include expenditures related to the upgrade and development of our IT systems, software and infrastructure, and the expansion of our office spaces due to accelerated growth in employee headcount.

We expect to increase our capital expenditures to support the growth in our business and operations. We expect to meet our capital expenditure needs for the foreseeable future from our operating cash flow and our existing cash and cash equivalents. Our future capital requirements will depend on several factors, including our growth rate, the expansion of our research and development efforts, employee headcount, marketing and sales activities, the introduction of new features to our existing products and the continued market acceptance of our products.

C. Research and Development, Patents and Licenses, Etc.

See "Item 4. Information on the Company—D. Property, Plants and Equipment—Intellectual Property."

D. Trend Information

For a discussion of trend information, see "Item 4. Information on the Company—B. Business Overview—Key Market Trends."

E. Critical Accounting Estimates

Not applicable. See note 4 to our audited consolidated financial statements included elsewhere in this annual report.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

We are managed by our board of directors and by our senior management, pursuant to our Memorandum and Articles of Association and the Companies Act.

Board of Directors

As of December 31, 2022, our board of directors was composed of eleven (11) members. Each director is appointed for a two-year term, unless they resign or their office is vacated earlier, provided, however, that such term shall be extended beyond two years in the event that no successor has been appointed (in which case such term shall be extended to the date on which such successor has been appointed). Directors appointed by the board of directors hold office until the next annual general meeting. Our directors do not have a retirement age requirement under our Memorandum and Articles of Association.

The following table presents the names of the current members of our board of directors.

Name	Age	Position
Guilherme Dias Fernandes Benchimol	46	Chairman
Bernardo Amaral Botelho	47	Director
Gabriel Klas da Rocha Leal	41	Director
Bruno Constantino Alexandre dos Santos	47	Director
Fabrcio Cunha de Almeida	40	Director
Guilherme Sant'Anna Monteiro da Silva	39	Director
Luiz Felipe Amaral Calabro	45	Director
Martin Emiliano Escobari Lifchitz	51	Director
Geraldo Jos Carbone	66	Director
Cristiana Pereira	52	Director
Guy Almeida Andrade	68	Director

The following is a brief summary of the business experience of our directors. Unless otherwise indicated, the current business addresses for our directors is Av. Chedid Jafet, 75, Torre Sul, 30th floor, Vila Olmpia – So Paulo, Brazil 04551-065.

Guilherme Dias Fernandes Benchimol is the chairman of our board of directors, a position he has held since August 2019. Mr. Benchimol has over 20 years' experience in the financial services market. He founded the XP group in 2001 and has been its chief executive officer since 2001. Mr. Benchimol also served on the board of XP Brazil as the chairman from August 2018 to November 2019. Mr. Benchimol holds a bachelor's degree in business economics from *Universidade Federal do Rio de Janeiro*.

Bernardo Amaral Botelho is a member of our board of directors, a position he has held since November 2019. Mr. Amaral has been with the XP group since 2007 and was a board member of XP Brazil from August 2018 to November 2019. He is also an executive officer of XP Brazil, XP CCTVM, Banco XP, XP Gestão, XP Vista, XP Advisory, XP Tecfinance, XP Educação and Leadr. Prior to joining us, he was a lawyer of Costa Advogados Associados from 2001 to 2007. Mr. Amaral holds a bachelor's degree in law from *Pontifícia Universidade Católica do Rio de Janeiro* and an LLM in business law from IBMEC Group.

Gabriel Klas da Rocha Lealis is a member of our board of directors, a position he has held since November 2019. Mr. Leal has been with the XP group since 2006, was a board member of XP Brazil from August 2018 to November 2019, and has been an executive officer of XP CCTVM and Banco XP since 2019 and of XP VP since February 2020. Prior to joining us, he worked at SC Johnson from 2002 to 2006. Mr. Leal holds a bachelor's degree in chemical engineering from *Pontifícia Universidade Católica do Rio de Janeiro* and an MBA from IBMEC Group.

Bruno Constantino Alexandre dos Santos is a member of our board of directors, a position he has held since November 2019 and our chief financial officer, a position he has held since November 2019. Mr. Constantino has over 20 years' experience in the financial markets. He joined XP CCTVM in 2012 and has been its executive officer since 2019. He is also an executive officer of Banco XP since 2019 and of XP VP since February 2020. Prior to joining us, he was CIO of Graphus Capital from 2010 to 2012 and partner at BTG Pactual from 2000 to 2010. He also served as a member of the board of directors of CEMIG from 2002 to 2004, Light from 2006 to 2009 and Valid from 2010 to 2019. Mr. Constantino holds a certificate from Harvard Business School related to the CFO Leadership Program issued in November, 2021. Mr. Constantino also was also awarded a Chartered Financial Analyst (CFA) charter in 2009. Mr. Constantino holds a bachelor's degree in mechanical engineering from *Pontifícia Universidade Católica do Rio de Janeiro* and an MBA from IBMEC Group.

Fabício Cunha de Almeida is a member of our board of directors, a position he has held since November 2019 and our general counsel, a position he has held since November 2019. Mr. Almeida has been the general counsel of the XP group since 2013. Prior to joining us, he was a lawyer at Barbosa, Müssnich & Aragão from 2005 to 2011. Mr. Almeida holds a bachelor's degree in law from *Universidade Cândido Mendes* Rio de Janeiro and holds a postgraduate degree in corporate law and capital markets from FGV.

Guilherme Sant'Anna Monteiro da Silva is a member of our board of directors, a position he has held since November 2019. Mr. Monteiro da Silva joined XP CCTVM in 2018 as its chief human resources officer. Prior to joining us, he worked at Falconi Consulting from 2005 to 2018. Mr. Monteiro da Silva holds a bachelor's degree in business administration from *Universidade Federal de Viçosa* and an MBA in corporate finance from *Universidade de São Paulo*.

Luiz Felipe Amaral Calabro is an independent member of our board of directors and a member of our audit committee, a position he has held since August 2020. Mr. Calabro is a lawyer with over 20 years' experience in capital markets; self-regulated activities in stock, derivatives and commodities exchanges; commercial law; compliance; capital markets and banking regulation; clearing and depository legal issues; investment funds and asset management regulation; consumer law, banking consumer, contracts, and civil litigation; and corporation law. After working in various law firms, Mr. Calabro worked at BSM Market Supervision at the B3 from 2007 to 2020, and is currently a partner at Levy & Salomão Advogados. Mr. Calabro holds graduate, postgraduate and master's law degrees from the Pontifical Catholic University (PUC SP) and PhD in commercial law from the University of São Paulo (USP).

Martin Emiliano Escobari Lifchitz is a member of our board of directors, a position he has held since November 2019. He has been with General Atlantic since 2012, and is a member of its Management Committee, is the chair of its Investment Committee, and is the head of its Latin America business. Mr. Escobari serves on the board of director of XP Brazil, Empreendimentos Pague Menos SA, Laboratorios Sanfer, S.A.P.I. de C.V., Grupo Axo, S.A.P.I. de C.V., and has previously served on the boards of Ourofino Sauri, Animal Participações S.A., Sura Asset Management, Smiles S.A., Aceco TI Participações S.A., Grupo Linx and Decolar.com, Inc. Mr. Escobari co-founded submarino.com and was its chief financial officer from 1999 to 2007. He was an associate at the Boston Consulting Group (New York) from 1994 to 1996, an investment officer at the private equity firm GP Investimentos from 1998 to 1999 and a managing director at Advent International from 2007 to 2011. Mr. Escobari holds a bachelor's degree in economics from Harvard College (Harvard University) and an MBA (George F. Baker Scholar) from Harvard Business School. He serves on the board of Primeira Chance, a scholarship program for gifted children in Brazil and is active with Endeavor Brazil, where he mentors young entrepreneurs. Mr. Escobari is also a member of the Brazil office of Harvard's Rockefeller Center for Latin American Studies and a board member of the Lincoln Center for the Performing Arts.

Geraldo José Carbone is a member of our board of directors, a position he has held since November 2019. He is currently a member of the compensation committee of Itaú Unibanco Holding S.A. Mr. Carbone is a corporate governance consultant for Aché Laboratórios Farmacêuticos and currently serves on the board of directors of Aché Laboratórios Farmacêuticos and Copersucar S.A. Mr. Carbone was president of BankBoston in Brazil from 1997 to 2006 and an executive vice president at Itaú Unibanco S.A. from 2008 to 2011. He was also a director at Federação Brasileira de Bancos (Febraban) from 2001 to 2006 and president of ABBI—Associação Brasileira de Bancos Internacionais from 2000 to 2004. Mr. Carbone is also actively involved in cultural initiatives and is an executive director of MASP—Museu de Arte de São Paulo, and the chairman of MAM—Museum of Modern Art, among others. Mr. Carbone holds a bachelor's degree in economics from the University of São Paulo.

Cristiana Pereira is an independent member of our board of directors and chairperson of our audit committee, positions she has held since June 2022. She has been a partner and founder at ACE Governance since March 2018, member of the Board and the Compensation Committee at Maestro Locadora de Veículos S.A. since June 2022, coordinator of the Audit Committee at CERC S.A. since October 2021, Coordinator of the Governance Committee and member of the Board at CESAR – Centro de Estudo Sistemas Avançados do Recife since July 2020, and member of the Board at ARCO ILP S.A. since August 2020. Previously, she was member of Fiscal Council of Bradesco S from March 2020 to May 2022 member of the Board of the HBS Alumni Angels of Brazil, from 2017 to 2020, member of the Consultative Board of the Association of Publ Companies in Brazil – ABRASCA from December 2015 to November 2017, member of the Consultative Board of Association of Venture Capital and Private Equity – ABVCAP fr December 2015 to November 2017. From June 2010 to November 2017, she was Managing Director of Listings and Issuer Development at B3 S.A. – Brasil, Bolsa, Balcão. M Pereira holds an MBA from Harvard Business School (2004), a master's degree from Fundação Getúlio Vargas (1997) and a bachelor's degree in Economics from Stat University of Campinas – UNICAMP (1992).

Guy Almeida Andrade is an independent member of our board of directors and a member of our audit committee, positions he has held since May 2021. He has also been a member of the audit committee of Porto Seguro S.A. since February 2020, and the Audit Committee coordinator at CIP S.A. since November 2018. He has also been a member of the Nominations Committee of the International Standards Setting Boards of the Public Interest Oversight Board – PIOB, since January 2022. Mr. Andrade was a member of the audit committee of Banco Pine S.A. from July 2018 to May 2021, of EMAE – Empresa Metropolitana de Águas de Energia S.A. from October 2018 to May 2019, of Cetip : Mercados Organizados from May 2015 to April 2017 and of Abril S.A. from January 2006 to April 2016. Mr. Andrade was a member of the Fiscal Council of B3 S.A. – Bra: Bolsa, Balcão from May 2019 to April 2021. He was also a member of the advisory board of HSBC Bank Brasil S.A. from October 2014 to July 2016. He was also a member of the audit committee of Unibanco - União de Bancos Brasileiros S.A. from April 2004 to September 2009, and of Banco Itaú Unibanco Holding S.A. from October 2009 to Ju December 2014. He was the chairman of the board of the Institute of Independent Auditors of Brazil (Instituto dos Auditores Independentes do Brasil – IBRACON) from January 2012 December 2014. He was also a member of the board of IFAC – International Federation of Accountants from November 2000 to December 2006, chair of the audit committee o IFAC from November 2003 to December 2006, and member of IFAC Nominating Committee from January 2007 to December 2010, and again from January 2017 to Decemb 2020. He is a partner at Magalhães Andrade Auditores Independentes since June 1982. He holds a bachelor's degree in accounting from *Universidade de São Paulo* and a bachelor's degree in business administration from *Universidade Mackenzie*.

Executive Officers

Our executive officers are responsible for the management and representation of our company. We have a strong centralized management team led by Thiago Maffra, our CEO, who has broad experience in the financial services industry.

The following table lists our current executive officers:

Name	Age	Position
Thiago Maffra	38	Chief Executive Officer
Bruno Constantino Alexandre dos Santos	47	Chief Financial Officer
Fabício Cunha de Almeida	40	General Counsel

Unless otherwise indicated, the current business addresses for our executive officers is Av. Chedid Jafet, 75, Torre Sul, 30th floor, Vila Olímpia – São Paulo, Brazil 04551-065.

Thiago Maffra is our chief executive officer, a position he has held since May 2021 after Mr. Benchimol stepped down from the position. Previously, Mr. Maffra was our chief technology officer, a position he held from September 2018 to May 2021. He joined the XP group in February 2015 and has led the strategy and development of our technology-driven financial services platform and digital transformation. Prior to joining the XP group, Mr. Maffra worked as a trader at Corretora Souza Barros Câmbio Títulos S.A. from November 2010 to January 2015 and at Bulltick Capital Markets Holdings, LLC from September 2006 to November 2010. Mr. Maffra was awarded a Charter Financial Analyst (CFA) charter in 2015. Mr. Maffra holds a bachelor's degree in business administration from INSPER and an MBA from Columbia Business School.

Bruno Constantino Alexandre dos Santos. See "— Board of Directors."

Fabício Cunha de Almeida. See "— Board of Directors."

Shareholders' Agreement

On November 29, 2019, XP Controle, ITB Holding and GA Bermuda entered into a Shareholders' Agreement, or the "Shareholders' Agreement" with Itaú Unibanco S.A., Inc., XP Brazil and the companies that we control that are incorporated in Brazil, or the "Controlled Companies." The Shareholders' Agreement is governed by and construed in accordance with Brazilian law and any disputes settled by arbitration in São Paulo, Brazil. The Shareholders' Agreement was most recently amended on April 22, 2022. Any shares that are owned by XP Control, Itaú or GA Bermuda, including any shares that may be issued in the future to them or acquired by them, are subject to the terms and conditions of the Shareholders' Agreement. Following the merger of XPart into us, the XP Controle corporate reorganization in December 2021, and the acquisition of shares by ITB Holding on April 29, 2022, IUPAR, Itaúsa, São Marcos Investimentos Ltd., São Carlos Investimentos Ltd., XP Control and ITB Holding also became parties to Shareholders' Agreement. See "Item 4. Information on the Company—A. History and Development of the Company."

Below is a summary of certain principal terms and conditions of the Shareholders' Agreement.

Restrictions on Transfers of Shares

The Shareholders' Agreement provides that, subject to certain permitted transfers, transfers of shares owned by any of the shareholders party to the Shareholders Agreement are subject to some restrictions: (1) rights of first refusal and tag-along rights as described below, (2) applicable securities law restrictions; and (3) the terms and conditions of the Registration Rights Agreement;

Stock Exchange Sales

The Shareholders' Agreement provides that, in addition to the restrictions described above, each party to the Shareholders' Agreement will be free to transfer any number of Class A common shares, at any time, provided that the transfer is effected on a stock exchange to any third party. In this event, the shareholders' right of first refusal and tag-along rights will not apply.

Transfers of Shares by XP Control and GA Bermuda

The Shareholders' Agreement provides that (1) XP Control can transfer, in one or more transactions, up to 100% of its Class B common shares that exceeds the number of shares representing at least 50% of our voting power (which shall be converted into Class A common shares prior to such transfer); and (2) GA Bermuda can transfer, in one or more transactions, up to 100% of its Class B common shares (which shall be converted into Class A common shares prior to such transfer) and/or Class A common shares in each case to one or more person that (a) is not (i) a financial institution controlled by Brazilian persons; or (ii) a financial institution that operates in Brazil as a retail bank; and/or; (b) does not have a direct or indirect stake in excess of 30% in the corporate capital of the persons referred to in the first bullet above. In this event, the shareholders' right of first refusal and tag-along rights will not apply.

Transfer of Control

Subject to the right of first refusal and the tag-along right, XP Control will be authorized, at any time, to transfer control of the Company only through a private sale of Class B common shares, provided that (1) the purchaser of the Company's control is one or more Certified Buyers, and (2) such Certified Buyer(s) adhere(s) to the Shareholders' Agreement. A "Certified Buyer" means one or more person that is a financial institution, private equity group, financial conglomerate, institutional investor or sovereign fund, which (a) is reputable and financially sound; and (b) has a significant probability of obtaining all the regulatory approvals necessary for the acquisition of the shares and consummation of all transactions provided for in the Shareholders' Agreement.

Permitted Transfers

The Shareholders' Agreement provides that the restrictions discussed above shall not apply to the following transfers of shares, among others: (1) between Itaú and any of its affiliates or between its affiliates among themselves; (2) by IUPAR to its partners Itaúsa and/or E. Johnston, as well as (a) from Itaúsa to its affiliates (except for Itaú and its subsidiaries), including to ITH Zux Cayman Ltd., and/or (b) from E. Johnston to their respective partners or their affiliates (except for Itaú and its subsidiaries); (3) between GA and/or their respective permitted assignees; (4) between XP Control, the XP Control partnership, XP affiliates, or minority XP Control shareholders.

Conversion of Shares

The Shareholders' Agreement provides that Class B common shares will be convertible into Class A common shares at a ratio of one to one in the following circumstances: (1) at the sole discretion of XP Control, Itaú or GA Bermuda with respect to their own Class B common shares; (2) prior to any intended transfer of Class common shares through a private sale (other than to an affiliate of the relevant shareholder), except for: (a) a transfer of shares representing 100% of the shares owned by Itaú at the time of such sale; or (b) a transfer by XP Control that results in the transfer of control of the Company; (3) prior to any intended transfer of Class B common share pursuant to an SEC-registered offering; (4) in respect of GA Bermuda, except for a transfer of its Class B common shares related to the consummation of the remainder of the Itaú Transaction, if required by XP Control, at any time, in case of any transfer of shares by XP Control that would result in XP Control holding an interest representing less than 50% plus one of the Company's voting rights following the transaction (provided that any such conversion is limited to the conversion of such number of Class B common shares as would enable XP Control to hold an interest of at least 50% plus one of the Company's voting rights); and/or (5) if, at any time, the total number of the issued and outstanding Class B common shares represents less than 10% of the aggregate voting power of the common shares of the Company, then the Class B common shares then in issue shall automatically and immediately be converted into Class A common shares and no Class B common shares shall be issued by the Company thereafter.

Right of First Refusal - Subscription of New Shares

The Shareholders' Agreement provides that, as otherwise provided for in our Memorandum and Articles of Association, in the event of an increase in the share capital of the Company, each shareholder party to the Shareholders' Agreement will have preemptive rights and will be entitled to subscribe to new Class A common shares and Class E common shares, as applicable, in proportion to their respective interests in the total and voting share capital of the Company at the time of such capital increase. If the Company proposes to issue Class A common shares for cash in the context of a public offering in the stock exchange without the corresponding preemptive rights described above, the Company shall notify each holder of Class B common shares, who will have 30 calendar days to inform the Company whether or not it agrees with the proposed issuance. In the event holders of at least two-thirds of Class B common shares agree that a proposed issuance of Class A common shares shall be made without preemptive rights applying to such issuance, the Company will be entitled to carry on a public offering in the stock exchange without the preemptive rights described above applying to such issuance. A holder of Class B common shares will be deemed to have agreed to the proposed issuance (and will be deemed to have waived its preemptive rights with respect to such proposed issuance) to the extent it does not notify the Company to the contrary within 30 calendar days of the Company notifying such holder of Class B common shares of the proposed issuance. In the context of a public offering of Class A common shares, if any shareholder subscribes for any number of Class A common shares being issued in such offering, the remaining shareholders named above shall have the right to subscribe to at least a number of Class A common shares as would guarantee that their dilution in the Company is not greater than such other shareholders' dilution by reason of such offering.

Right of First Refusal - Private Sale of Shares

The Shareholders' Agreement provides that pursuant to the rules and exceptions set forth therein, each party to the Shareholders' Agreement wishing to carry out a private transfer or a private sale of its shares to a Certified Buyer may only do so after the shares at issue are offered to the other shareholders, who will have 45 calendar days to inform the offering shareholder whether they wish to exercise or waive their right of first refusal. The offer contained in such shareholders' response shall be firm, irrevocable and irreversible, and may be conditioned only on the need to obtain regulatory and governmental approvals.

Tag-Along Rights

In case of a transfer of the Company's control, subject to certain rules and exceptions provided for in the Shareholders' Agreement, the offeree shareholders who decide not to exercise their right of first refusal shall be entitled to require that the offering shareholder that intends to transfer control of the Company include, in the offered shares to be transferred to the Certified Buyer, all shares held by such offering shareholders, at the same price per offered share and on the same terms and conditions applicable to the offering shareholder's offered shares, including any price adjustments, deferred payments, indemnification obligations and earn outs.

Composition of Board of Directors

Subject to certain limitations, the Shareholders' Agreement provides that (1) XP Control shall be entitled to nominate and replace the majority of directors and their respective alternates as long as XP Control holds more than 50% of the Company's voting rights; (2) IUPAR and Itaúsa shall be entitled to nominate and replace two directors and their respective alternates as long as they collectively hold more than 5% of the Company's voting rights, and if the total capital of the Company held by IUPAR and Itaúsa falls below 5%, IUPAR and Itaúsa shall no longer be entitled to nominate any director; (3) GA Bermuda shall be entitled to nominate and replace one director and its respective alternate as long as GA Bermuda holds more than 5% of the Company's voting rights and if the total capital of the Company held by GA Bermuda falls below 5%, GA Bermuda shall no longer be entitled to nominate any director; and (4) the board of directors will have three independent directors who will also be members of the Company's audit committee.

Composition of Audit Committee

The Shareholders' Agreement provides that our audit committee will be composed of three members who, as required under applicable regulation, will also be independent directors. These members will be appointed as follows: (1) XP Control will have the right to appoint two members including its chairman; (2) IUPAR and Itaúsa will have the right to appoint one member as long as IUPAR and Itaúsa collectively hold more than 5% of the Company's voting rights; and (3) GA Bermuda will have the right to appoint one observer, who may participate in audit committee meetings without voting rights.

Non-Compete

The Shareholders' Agreement provides that GA Bermuda and its respective affiliates will not, for as long as GA Bermuda is a direct or indirect shareholder of the Company and for a term of two years counted from the date on which it ceases to be a direct or indirect shareholder of the Company, engage in the following activities in Brazil: (1) exchange and securities brokerage activities; (2) securities distribution activities; or (3) client financial resources management activities.

The Shareholders' Agreement also provides that XP Control, its respective affiliates and certain of its employees will not, for as long as XP Control is a direct or indirect shareholder of the Company and for a term of five years counted from the date on which it ceases to be a direct or indirect shareholder of the Company, engage in the following activities in Brazil: (1) insurance, exchange and securities brokerage activities; (2) securities distribution activities; (3) commercial and investment banking activities; or (4) client funds management activities.

Non-Solicitation

The Shareholders' Agreement provides that GA Bermuda, Itaú, XP Control and each of XP Control's controlling shareholders, as well as their respective affiliate undertake not to hire, persuade or entice away any key employees for leaving their job or position or terminating their relationship with XP Control, the Company, XP Brazil and/or its Controlled Companies, as follows:

- with respect to XP Control and each of XP Control's controlling shareholders, for a period of five years counted from the date on which they, respectively, cease to be a direct or indirect shareholder of the Company and/or of its Controlled Companies; and
- with respect to GA Bermuda, for a period of two years counted from the date on which it ceases to be a direct or indirect shareholder of the Company and/or of its Controlled Companies.

Term

The Shareholders' Agreement shall be valid and enforceable until October 30, 2026.

B. Compensation

Compensation of Directors and Officers

Under Cayman Islands law, we are not required to disclose compensation paid to our senior management on an individual basis and we have not otherwise publicly disclosed this information elsewhere.

For the years ended December 31, 2022, 2021 and 2020, the aggregate compensation expense for the members of the board of directors and our executive officers for services in all capacities was R\$69 million, R\$53 million, and R\$62 million, respectively, which includes both benefits paid in kind and compensation. See note 26(a) to our audited consolidated financial statements included elsewhere in this annual report.

Employment Agreements

None of our executive officers have entered into employment agreements with the Company. None of our directors have entered into service agreements with the Company.

Long-Term Incentive Plan

On December 6, 2019, we implemented a new equity incentive plan, or the "LTIP," for the purpose of advancing the interests of our shareholders by enhancing our ability to motivate and reward eligible service providers to perform at the highest level. The LTIP governs the issuances of equity incentive awards with respect to our Class A common shares. It is intended that the maximum number of Class A common shares initially available for issuance pursuant to equity incentive awards granted under the LTIP will not exceed 5% of our common shares outstanding at any given time. Our board of directors may adjust the number of Class A common shares available for issuance under the LTIP from time to time in its discretion.

Equity incentive awards may be granted to our employees, nonemployee directors, officers, consultants or other individual service providers, as well as holders of equity compensation awards granted by a company that may be acquired by us in the future. Awards under the LTIP may be granted in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, or the "RSUs," performance awards or other stock-based awards. Stock options and stock appreciation rights will have an exercise price determined by the administrator but that is no less than the fair market value of the underlying Class A common shares on the date of grant.

The vesting conditions for grants under the LTIP are determined by the administrator and, in the case of restricted stock and RSUs, are set forth in the applicable award documentation. For stock options, the administrator determines the exercise price of the option, the term of the option and the time or times at which the option may be exercised. Performance awards are subject to performance conditions as specified by the administrator and are settled in cash, Class A common shares, other awards, other property, net settlement or any combination thereof, as determined by the administrator in its discretion, following the end of the relevant performance period. The LTIP is administered by a compensation committee appointed by our board of directors consisting of not less than three members, which may consist of directors and/or officers or other management members of our company. For more information see "— C. Board Practices—Committees—Compensation Committee." As of December 31, 2022, we had made awards consisting of 16,211,666 shares under the LTIP.

C. Board Practices

Foreign Private Issuer Status

Nasdaq listing rules include certain accommodations in the corporate governance requirements that allow foreign private issuers, such as us, to follow "home country" corporate governance practices in lieu of the otherwise applicable corporate governance standards of Nasdaq. The application of such exceptions requires that we disclose each Nasdaq corporate governance standard that we do not follow and describe the Cayman Islands corporate governance practices we do follow in lieu of the relevant Nasdaq corporate governance standard. We currently follow Cayman Islands corporate governance practices in lieu of the corporate governance requirements of Nasdaq in respect of the following:

- the majority independent director requirement under Section 5605(b)(1) of Nasdaq listing rules;
- the requirement under Section 5605(c)(2)(A) of Nasdaq listing notes that the audit committee must be comprised of at least three members;
- the requirement under Section 5605(d) of Nasdaq listing rules that a compensation committee comprised solely of independent directors governed by a compensation committee charter oversee executive compensation;

- the requirement under Section 5605(e) of Nasdaq listing rules that director nominees be selected or recommended for selection by either a majority of the independent directors or a nominations committee comprised solely of independent directors;
- the requirement under Section 5635 of Nasdaq listing rules, which requires an issuer to obtain shareholder approval prior to an issuance of securities (in certain circumstances) in connection with certain events, including: (i) the acquisition of the stock or assets of another company; (ii) equity-based compensation of officers, directors, employees or consultants; (iii) a change of control; and (iv) private placements. Cayman Islands law does not require shareholder approval prior to an issuance of securities to the extent the securities are authorized; and
- the requirement under Section 5605(b)(2) of Nasdaq listing rules that the independent directors have regularly scheduled meetings with only the independent directors present.

Cayman Islands law does not impose a requirement that the board consist of a majority of independent directors or that such independent directors meet regularly without other members present. Nor does Cayman Islands law impose specific requirements on the establishment of a compensation committee or nominating committee or nominating process.

Controlled Company Exception

On the date of this annual report, XP Control beneficially owns 91.7% of our Class B common shares, representing an aggregate of 66.8% of the voting power of our outstanding share capital. As a result, we are a "controlled company" within the meaning of the corporate governance standards of the Nasdaq corporate governance rules. Under these rules, a company of which more than 50% of the voting power in the election of directors is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain corporate governance requirements.

As a "controlled company," we may elect not to comply with certain corporate governance standards, including the requirements (1) that a majority of our board of directors consist of independent directors; (2) that our board of directors have a compensation committee that is comprised entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and (3) that our board of directors have a nominating and corporate governance committee that is comprised entirely of independent directors with a written charter addressing the committee's purpose and responsibilities. For so long as we qualify as a controlled company, we may take advantage of these exemptions. Accordingly, our shareholders may not have the same protections afforded to shareholders of companies that are subject to all of these corporate governance requirements. In the event that we cease to be a "controlled company" and our common shares continue to be listed on the Nasdaq, we will be required to comply with the corporate governance standards within the applicable transition periods.

Committees

Audit Committee

The audit committee, which consists of Luiz Felipe Amaral Calabró, Cristiana Pereira and Guy Almeida Andrade, assists our board of directors in overseeing our accounting and financial reporting processes and the audits of our financial statements. In addition, the audit committee is directly responsible for the appointment, compensation, retention and oversight of the work of our independent registered public accounting firm. Cristiana Pereira serves as chairperson of the committee. The audit committee consists exclusively of members of our board of directors who are financially literate, and Guy Almeida Andrade is considered an "audit committee financial expert" as defined by the SEC. Our board of directors has determined that Luiz Felipe Amaral Calabró, Cristiana Pereira and Guy Almeida Andrade satisfy the "independence requirements set forth in Rule 10A-3 under the Exchange Act.

The audit committee is governed by a charter that complies with Nasdaq rules. The audit committee is responsible for, among other things:

- the appointment, compensation, retention and oversight of any auditor or accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;
- pre-approving the audit services and non-audit services to be provided by our independent auditor before the auditor is engaged to render such services;
- reviewing and discussing with the independent auditor its responsibilities under generally accepted auditing standards, the planned scope and timing of the independent auditor's annual audit plan(s) and significant findings from the audit;
- obtaining and reviewing a report from the independent auditor describing all relationships between the independent auditor and the Company consistent with the applicable PCAOB requirements regarding the independent auditor's communications with the audit committee concerning independence;

- confirming and evaluating the rotation of the audit partners on the audit engagement team as required by law;
- reviewing with management, in separate meetings whenever the Audit Committee deems appropriate, any analyses or other written communications prepared by the Management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative IFRS methods on the financial statements; and other critical accounting policies and practices of the Company;
- reviewing, in conjunction with the Chief Executive Officer and Chief Financial Officer of the Company, the Company's disclosure controls and procedures and internal control over financial reporting;
- establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- ratifying certain related-party transactions (as defined in our related-party transaction policy) in accordance with our related-party transaction policy.

The audit committee meets as often as it determines is appropriate to carry out its responsibilities, but in any event meets at least four times per year.

Compensation Committee

Our compensation committee, which consists of Guilherme Dias Fernandes Benchimol, Bruno Constantino Alexandre dos Santos, Gabriel Klas da Rocha Leal and Marti Emiliano Escobari Lifchitz, assists the board of directors in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and executive officers. The committee reviews the total compensation package for our executive officers and directors and recommends to the board of directors for determination the compensation of each of our directors and executive officers, and will periodically review and approve any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses and employee pension and benefits plans. As permitted by the listing requirements of Nasdaq, we have opted out of Nasdaq Listing Rule 5605(d) which requires that a compensation committee consist entirely of independent directors.

Board Diversity Matrix

Board Diversity Matrix (as of December 31, 2022)

Country of Principal Executive Offices:	Brazil			
Foreign Private Issuer:	Yes (the Cayman Islands)			
Disclosure Prohibited under Home Country Law:	No			
Total Number of Directors:	11			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors:	1	10	0	0
Part II: Demographic Background				
Underrepresented Individual in Home Country Jurisdiction:	0			
LGBTQ+:	0			
Hispanic or Latinx	1			
Did not Disclose Demographic Background:	10			

D. Employees

As of December 31, 2022, 2021 and 2020, we had 6,928, 6,192 and 3,651 employees, respectively. As of December 31, 2022, all of our employees were based in our offices in São Paulo, Rio de Janeiro, New York City, Miami and London.

The table below breaks down our full-time personnel by function as of December 31, 2022:

Function	Number of employees	% of Total
Management	155	2 %
Technology	1,468	21 %
Sales and Marketing	2,371	34 %
Customer Support	1,160	17 %
General and Administrative	1,774	26 %
Total	6,928	100 %

Our employees in Brazil are affiliated with the unions of independent sales agents and of consulting, information, research and accounting firms for the geographic area in which they render services. We believe we have a constructive relationship with these unions, as we have never experienced strikes, work stoppages or disputes leading to any form of downtime.

E. Share Ownership

The shares and any outstanding beneficially owned by our directors and officers and/or entities affiliated with these individuals are disclosed in "Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders."

See "Item 6. Directors, Senior Management and Employees—B. Compensation—Long-Term Incentive Plan, or "LTIP" for information on our share option long-term incentive program.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

The following table and accompanying footnotes present information relating to the beneficial ownership of our Class A common shares and Class B common shares as of December 31, 2022. We are not aware of any other shareholder that beneficially owns more than 5% of our common shares nor of any arrangements the operation of which may at a subsequent date result in a change of control of the company.

The number of common shares beneficially owned by each entity, person, executive officer or director is determined in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares over which the individual has sole or shared voting power or investment power as well as any shares that the individual has the right to acquire within 60 days through the exercise of any option, warrant or other right.

Except as otherwise indicated, and subject to applicable community property laws, we believe that each shareholder identified in the table below possesses sole voting and investment power over all the Class A common shares or Class B common shares shown as beneficially owned by the shareholder in the table. Percentages in the table below are based on 447,801,661 outstanding Class A common shares and 112,717,094 outstanding Class B common shares.

Unless otherwise indicated below, the address for each beneficial owner is c/o XP Inc., Av. Chedid Jafet, 75, Torre Sul, 30th floor, Vila Olímpia – São Paulo, Brazil 04551 065.

Shareholders as of December 31, 2022	Shares Beneficially Owned				% of Total Voting Power ⁽¹⁾
	Class A		Class B		
	Shares	%	Shares	%	
5% Shareholders					
XP Control LLC ⁽²⁾	—	— %	103,375,726	91.70 %	66.84 %
ITB Holding Participações Ltda ⁽³⁾	47,484,254	10.60 %	8,285,060	7.40 %	8.43 %
Itaúsa S.A. ⁽⁴⁾	35,470,985	7.90 %	—	— %	2.29 %
Capital World Investors ⁽⁵⁾	33,495,084	7.48 %	—	— %	5.98 %
Entities affiliated with General Atlantic (XP) Bermuda, L.P. ⁽⁶⁾	25,317,733	5.65 %	—	— %	1.64 %
Dodge & Cox ⁽⁷⁾	29,769,631	6.65 %	—	— %	5.31 %
Executive Officers and Directors					
Guilherme Dias Fernandes Benchimol ⁽⁸⁾	—	— %	—	— %	— %
Bernardo Amaral Botelho ⁽⁸⁾	—	— %	—	— %	— %
Gabriel Klas da Rocha Leal ⁽⁸⁾	—	— %	—	— %	— %
Bruno Constantino Alexandre dos Santos ⁽⁸⁾	—	— %	—	— %	— %
Fabrcio Cunha de Almeida ⁽⁸⁾	—	— %	—	— %	— %
Guilherme Sant'Anna Monteiro da Silva ⁽⁸⁾	—	— %	—	— %	— %
Luiz Felipe Amaral Calabró	—	— %	—	— %	— %
Martin Emiliano Escobari Lifchitz ⁽⁹⁾	—	— %	—	— %	— %
Geraldo José Carbone	—	— %	—	— %	— %
Cristiana Pereira	—	— %	—	— %	— %
Guy Almeida Andrade	—	— %	—	— %	— %
Thiago Maffra ⁽⁸⁾	—	— %	—	— %	— %
All directors and executive officers as a group (11 persons)	—	— %	—	— %	— %

- (1) Percentage of total voting power represents voting power with respect to all of our Class A common shares and Class B common shares, as a single class. Holders of our Class B common shares are entitled to 10 votes per share, whereas holders of our Class A common shares are entitled to one vote per share. For more information about the voting rights of our Class A common shares and Class B common shares, see "Item 10. Additional Information—B. Memorandum and Articles of Association."
- (2) This information is based solely on the Schedule 13D/A filed with the SEC on February 14, 2023 on behalf of XP Control LLC. Includes Class B common shares owned by XP Control LLC or "XP Control," with its registered address at the offices of Maples Corporate Services Limited, PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands. Guilherme Dias Fernandes Benchimol, Bernardo Amaral Botelho, Carlos Alberto Ferreira Filho, Gabriel Klas da Rocha Leal, Fabrcio Cunha de Almeida, Bruno Constantino Alexandre dos Santos and Guilherme Sant'Anna Monteiro da Silva are controlling shareholders of XP Control, or the "XP Control Controlling Shareholders" in accordance with XP Control's shareholders agreement. The XP Control Controlling Shareholders have beneficial ownership of the Class B common shares held of record by XP Control. Each of the XP Control Controlling Shareholders disclaims ownership of the Class B common shares except to the extent he has a pecuniary interest therein.
- (3) This information is based solely on the Schedule 13G/A filed with the SEC on February 14, 2023 on behalf of Itaú Unibanco Holding S.A. and ITB Holding Brasil Participações Ltda. Itaú Unibanco Holding S.A. directly or indirectly, through its wholly-owned subsidiary, Itaú Unibanco S.A., holds all of the membership interests of ITB Holding Brasil Participações Ltda. and Itaú Unibanco Holding S.A. is the controlling shareholder of ITB Holding Brasil Participações Ltda. Itaú Unibanco Holding S.A. is controlled by IUPAR – Itaú Unibanco Participações S.A., a holding company organized under the laws of Brazil ("IUPAR"). The principal business address of Itaú Unibanco Holding S.A. is Praça Alfredo Egydio de Souza Aranha, No. 100, Torre Olavo Setubal, piso Itaú Unibanco, Parque Jabaquara, 04344-902, São Paulo, Brazil. The principal business address of ITB Holding Brasil Participações Ltda. is Praça Alfredo Egydio de Souza Aranha, No. 100, Torre Conceição, 7th floor, Parque Jabaquara, 04344-902, São Paulo, Brazil.
- (4) This information is based solely on the Schedule 13D/A filed with the SEC on November 17, 2022 on behalf of Itaúsa S.A. Includes Class A common shares owned by Itaúsa S.A., or "Itaúsa," with its principal business address at Av. Paulista, No. 1938, 5th floor, Bela Vista, 01310-200, São Paulo, Brazil.
- (5) This information is based solely on the Schedule 13G filed with the SEC on February 13, 2023 on behalf of Capital World Investors ("CWI") is a division of Capital Research and Management Company ("CRMC"), as well as its investment management subsidiaries and affiliates Capital Bank and Trust Company, Capital International, Inc., Capital International Limited, Capital International Sarl, Capital International K.K., Capital Group Private Client Services, Inc., and Capital Group Investment Management Private Limited (together with CRMC, the "investment management entities"). CWI's divisions of each of the investment management entities collectively provide investment management services under the name "Capital World Investors." The principal business address of CWI is 333 South Hope Street, 55th Floor, Los Angeles, California 90071.
- (6) This information is based solely on the Schedule 13D filed with the SEC on August 24, 2022 on behalf of General Atlantic, L.P., and several other reporting persons identified therein. Includes Class A common shares and Class B common shares owned by General Atlantic, L.P., a Delaware limited partnership ("GA LP"); General Atlantic GenPar, L.P., a Delaware limited partnership ("GenPar"); General Atlantic (XP) Bermuda, L.P., a Bermuda exempted limited partnership ("GA XP"); GAP (Bermuda) L.P., a Bermuda exempted limited partnership ("GAP (Bermuda) L.P."); General Atlantic Partners 92A, L.P., a Delaware limited partnership ("GAP 92A"); General Atlantic Partners 92B, L.P., a Delaware limited partnership ("GAP 92B"); General Atlantic Partners 92C, L.P., a Delaware limited partnership ("GAP 92C"); General Atlantic Partners 92D, L.P., a Delaware limited partnership ("GAP 92D"); General Atlantic Partners 92E, L.P., a Delaware limited partnership ("GAP 92E"); General Atlantic Partners 92F, L.P., a Delaware limited partnership ("GAP 92F"); General Atlantic Partners 92G, L.P., a Delaware limited partnership ("GAP 92G"); General Atlantic Partners 92H, L.P., a Delaware limited partnership ("GAP 92H"); General Atlantic Partners 92I, L.P., a Delaware limited partnership ("GAP 92I"); General Atlantic Partners 92J, L.P., a Delaware limited partnership ("GAP 92J"); General Atlantic Partners (Bermuda) IV, L.P., a Bermuda exempted limited partnership ("GAP Bermuda IV"); General Atlantic GenPar (Bermuda), L.P., a Bermuda exempted limited partnership ("GenPar Bermuda"); GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"); GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"); GAP Coinvestments V, LLC, a Delaware limited liability company ("GAPCO V"); GAP Coinvestments CDA, L.P., a Delaware limited partnership ("GAPCO CDA"); GAPCO Management GmbH, a German company ("GmbH"); GAPCO GmbH & Co KG, a German partnership ("KG"); General Atlantic Partners 100, L.P., a Delaware limited partnership ("GAP 100"); General Atlantic Partners (Bermuda) EU, L.P., a Bermuda exempted limited partnership ("GAP Bermuda EU"); General Atlantic Partners (Lux) SCSp, a Luxembourg special limited partnership ("GAP Lux"); General Atlantic GenPar (Lux) SCSp, a Luxembourg special limited partnership ("GA GenPar Lux"); General Atlantic (Lux) S.à r.l., a Luxembourg private limited liability company ("GA Lux"); General Atlantic (SPV) GP, LLC, a Delaware limited liability company ("GA SPV"); and General Atlantic (XP) II, L.P., a Bermuda exempted limited partnership ("GA XP II"). The GA Funds and the Sponsor Coinvestment Funds share beneficial ownership of the Class A common shares held of record by GA XP. The GA XP II Funds share beneficial ownership of the Class A common shares held of record by GA XP II. The general partner of GA XP II is GA SPV. GA LP, which is controlled by the management committee of GASC MGP, LLC (the "GA Management Committee"), is the managing member of GAPCO III, GAPCO IV and GAPCO V, the general partner of GAPCO CDA and the sole member of GA SPV. The general partner of GAP Lux is GA GenPar Lux and the general partner of GA GenPar Lux is GA Lux. The general partner of GAP Bermuda IV and GAP Bermuda EU and the sole shareholder of GA Lux is GenPar Bermuda. The general partner of GenPar Bermuda and GA XP is GAP (Bermuda) L.P., which is also controlled by the GA Management Committee. The general partner of the GA Funds (other than GAP Bermuda IV) and

GAP 100 is GenPar. The general partner of GenPar is GA LP. Each of GAP 92A, GAP 92B, GAP 92C, GAP 92D, GAP 92E, GAP 92F, GAP 92G, GAP 92H, GAP 92I, GAP 92J is the sole member of General Atlantic XP A, LLC, General Atlantic XP B, LLC, General Atlantic XP C, LLC, General Atlantic XP D, LLC, General Atlantic XP E, LLC, General Atlantic XP F, LLC, General Atlantic XP G, LLC, General Atlantic XP H, LLC, General Atlantic XP I, LLC, and General Atlantic XP J, LLC, respectively, all of which are Delaware limited liability companies. Each such limited liability company is a limited partner of GA XP. In addition, the Sponsor Coinvestment Funds are members of GA Latin America Coinvestments, LLC, a Delaware limited liability company. GA Latin America Coinvestments, LLC, the Sponsor Coinvestment Funds (other than KG) and GAP Bermuda IV are also limited partners of GA XP. As of the date hereof, there are nine members of the GA Management Committee. The general partner of KG is GmbH and the GA Management Committee controls the investment and voting decisions of GmbH. Each of the members of the GA Management Committee disclaims ownership of the Class A common shares except to the extent that he has a pecuniary interest therein. The principal business address of each of the Reporting Persons (other than GmbH, KG, GA XP, GAP Bermuda IV, GAP (Bermuda) L.P., GenPar Bermuda, GAP Bermuda EU, GA XP II, GAP Lux, GA GenPar Lux and GA Lux) is c/o General Atlantic Service Company, L.P., 55 East 52 Street, 33 Floor, New York, NY 10055. The principal business address of GmbH and KG is c/o General Atlantic GmbH, Luitpoldblock, Amirplatz 3, 80333 Munich, Germany. The principal business address of GA XP, GAP Bermuda IV, GAP (Bermuda) L.P., GenPar Bermuda, GAP Bermuda EU and GA XP II is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal business address of GAP Lux, GA GenPar Lux and GA Lux is Luxembourg is 412F, Route d'Esch, L-2086 Luxembourg.

- (7) This information is based solely on the Schedule 13G filed with the SEC on February 14, 2023 on behalf of Dodge & Cox. The principal business address of Dodge & Cox is 555 California Street, 40th Floor, San Francisco, CA 94104.
- (8) While these executive officers and directors do not own more than 1% of common shares directly in XP Inc. directly, they own equity interests in XP Control LLC. These executive officers and directors disclaim beneficial ownership of the shares held by XP Control LLC except to the extent, if any, of their respective pecuniary interest therein.
- (9) Mr. Escobari, a member of our board of directors, is a managing director of GA LLC. Mr. Escobari disclaims beneficial ownership of the shares held by GA Bermuda except to the extent, if any, of his pecuniary interest therein.

The holders of our Class A common shares and Class B common shares have identical rights, except that (1) holders of Class B common shares are entitled to 10 votes per share, whereas holders of our Class A common shares are entitled to one vote per share; (2) holders of Class B common shares have certain conversion rights; and (3) holders of Class B common shares are entitled to preemptive rights in the event that there is an increase in our share capital or additional common shares are issued in order to maintain their proportional ownership and voting interest. For more information see "Item 10. Additional Information—B. Memorandum and Articles of Association."

B. Related Party Transactions

Itaú Unibanco Holding Transaction

On November 26, 2020, Itaú Unibanco Holding issued a material fact announcement and on November 27, 2020 furnished a corresponding Form 6-K to the SEC stating that its board of directors had approved the segregation of its investment in us from the Itaú Unibanco Holding conglomerate, including by transferring, through spin-off transactions, certain of its shares (representing 41.05% of our share capital as of September 30, 2020) to XPart. XPart was incorporated on May 31, 2021 as a result of the segregation of Itaú Unibanco Holding's investment in us. The proposed segregation was approved by Itaú Unibanco Holding shareholders on January 31, 2021 and by the U.S. Federal Reserve System, and became effective on May 31, 2021. On February 1, 2021 and May 28, 2021, we announced our intention to carry out the merger of XPart, which was intended to enhance our corporate governance and capital structure at shareholders' level.

On August 24, 2021, our registration statement on Form F-4 (File No. 333-257304) was declared effective by the SEC for a public offering of our Class A common shares in connection with the merger. On October 1, 2021, we consummated the merger of XPart with and into us, pursuant to which XPart ceased to exist. In connection with the merger, XPart shareholders, including IUPAR and Itaúsa, received 225,796,528 Class A common shares issued by us, including in the form of BDRs, in the case of Brazilian and non-Brazilian residents. Our BDRs started trading at the B3 on October 4, 2021 under the symbol "XPBR31."

Furthermore, certain changes to our Shareholders' Agreement were agreed, which, in relation to ITB Holding, Itaú Unibanco and Itaú Unibanco Holding, became effective on May 31, 2021 and, in relation to IUPAR and Itaúsa, upon implementation of the merger. See "Item 6. Directors, Senior Management and Employees—A. Directors and Senior Management—Shareholders' Agreement."

ITB Holding Brasil Participações Ltda. Transactions

On April 29, 2022, XP Controle Participações S.A., General Atlantic (XP) Bermuda, L.P. and Dayna III Fundo de Investimento em Participações Multiestratégia transferred a total of 9,341,368 Class B common shares and 54,268,193 Class A common shares to ITB Holding Brasil Participações Ltda. These transfers were made in connection with the transaction with Itaú Unibanco S.A. consummated on August, 2018 and pursuant to which Itaú Unibanco S.A. acquired 49.9% of the share capital of XP Investimentos S. Considering that XP Controle Participações S.A. transferred all of its XP Inc common shares in this transaction, on April 29, 2022 XP Controle Participações S.A. ceased to be an XP Inc shareholder.

On June 8, 2022, we purchased 1,056,308 Class B common shares from ITB Holding Brasil Participações Ltda. . .

Itaúsa S.A. Transaction

On November 10, 2022, we purchased 5,500,000 Class A common shares from Itaúsa S.A. .

Securities and Repurchase Agreement Transactions with Itaú Unibanco

We enter into bank deposit certificates (CDBs), accounts receivable, purchased and repurchase agreements with Itaú Unibanco in the ordinary course of our business. Bank deposit certificates are highly liquid, short-term securities and accrue interest at rates per annum ranging from 75% to 100% of the CDI rate. Accounts receivable is related to commission for intermediation of interest rate derivatives offshore operations. Purchased agreements and repurchase agreements are highly liquid cash equivalent operations, in case of repurchase backed by our own securities or third-party securities. As of December 31, 2022, securities sold under repurchase agreements accrued interest at average interest rates of 13.65% per annum.

The following table sets forth the total amounts of the bank deposit certificates and repurchase agreements entered into with Itaú Unibanco as of the dates indicated:

Type of transaction	Assets/(Liabilities) as of December 31,		Revenue/(Expenses) for the year ended December 31,		
	2022	2021	2022	2021	2020
	(in millions of R\$)				
Securities (Bank deposit certificates)	238	195	25	4	10
Securities purchased under agreements to resell	—	—	9	19	—
Accounts receivable	—	9	1	1	1
Securities sold under repurchase agreements	(3,801)	(2,301)	(196)	84	(63)

For further information, see note 26(b) to our audited consolidated financial statements included elsewhere in this annual report.

Reimbursement Agreement

XP CCTVM is party to an agreement with XDEX Intermediação Ltda., or "XDEX," pursuant to which XDEX (which is directly owned by XP Control) reimburses XP CCTVM costs associated with office space and utilities. For the fiscal years ended December 31, 2022, 2021 and 2020, R\$0, R\$89 thousand and R\$85 thousand was paid pursuant to this agreement, respectively. In the second half of 2020, XDEX ended its activities.

Related Party Transaction Policy

Our related party transaction policy states that certain related party transactions must be ratified by our audit committee. In determining whether to ratify a transaction with a related party, our audit committee will consider all relevant facts and circumstances, including without limitation the commercial reasonableness of the terms of the transaction, the benefit and perceived benefit, or lack thereof, to us, opportunity costs of alternate transactions, the materiality and character of the related party's direct or indirect interest and the actual or apparent conflict of interest of the related party. Our audit committee will not ratify a related party transaction unless it has determined that, upon consideration of all relevant information, such transaction is in, or not inconsistent with, our best interests and the best interests of our shareholders.

Registration Rights Agreement

On December 1, 2019, we entered into a registration rights agreement (as amended from time to time, the "Registration Rights Agreement"), with XP Controle, Itaú and G/ Bermuda. Following the XPart merger on October 1, 2021, we entered into an amended and restated registration rights agreement with XP Controle, GA Bermuda, ITB Holdir IUPAR and Itaúsa. As a result of the XP Controle corporate reorganization in December 2021, XP Control also became a party to the amended and restated registration rights agreement. See "Item 4. Information on the Company—A. History and Development of the Company."

At any time that the Participating Shareholders are no longer subject to restrictions on transfer of their shares pursuant to the Shareholders' Agreement or lock-up agreements entered into with the underwriters of our initial public offering, subject to several exceptions, including underwriter cutbacks and our right to defer a demand registration under certain circumstances, the Participating Shareholders may require that we register for public resale under the Securities Act all common shares constituting registrable shares, or the "Registrable Shares," that they request be registered so long as the securities requested to be registered in each registration statement have an aggregate estimated market value of at least US\$25 million (unless the initiating holder is seeking to register the sale of its entire interest in our share capital). If we become eligible to register the sale of Registrable Shares on Form F-3 under the Securities Act, which will not be until at least twelve months after the date of the initial public offering, our Participating Shareholders have the right to require us to register the sale of the Registrable Shares held by them on Form F-3, subject to offering size and other restrictions.

If we propose to register the sale of any of our securities under the Securities Act for our own account or the account of any other holder (excluding any securities to be registered on Form S-8 relating to shares issued in connection with an employee benefit plan or Form F-4 relating to shares issued in connection with any transaction), our Participating Shareholders are entitled to notice of such registration and to request that we include Registrable Shares for resale on such registration statement, and we are required, subject to certain exceptions, to include such Registrable Shares in such registration statement.

In connection with the transfer of their Registrable Shares, the parties to the Registration Rights Agreement may assign certain of their respective rights under the Registration Rights Agreement under certain circumstances. In connection with the registrations described above, we will indemnify any selling shareholder in certain situations, subject to certain restrictions, and the selling shareholder will indemnify us in certain situations, subject to certain restrictions.

Indemnification Agreements

On February 13, 2020, we entered into indemnification agreements with our directors and executive officers. The indemnification agreements and our Memorandum and Articles of Association require us to indemnify our directors and executive officers to the fullest extent permitted by law, save for a limited number of instances, including where such persons have acted contrary to any applicable anti-corruption laws, have breached their duties to avoid conflicting duties in respect of any transaction concerning the Company or have not followed any corporate policies of the Company.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Financial Statements

See "Item 18. Financial Statements," which contains our audited financial statements prepared in accordance with IFRS.

Dividends and Dividend Policy

We have not adopted a dividend policy with respect to future distributions of dividends. The amount of any distributions will depend on many factors such as our results of operations, financial condition, cash requirements, prospects and other factors deemed relevant by our board of directors and, where applicable, our shareholders. Pursuant to the Shareholders' Agreement, any dividend payment that exceeds 50% of our net income for the year is subject to a veto right by GA Bermuda. For further information on dividends, see "Item 10. Additional Information—B. Memorandum and Articles of Association—Dividends and Capitalization of Profits."

On October 16, 2019, XP Brazil declared and paid dividends totaling R\$60 million. On November 1, 2019, XP Brazil declared dividends totaling R\$440 million, which were paid in December 2019.

In 2019 and 2018, XP Brazil paid dividends totaling R\$500 million and R\$325 million, respectively. For 2022 and 2021, XP Inc. had not declared or paid dividends to its shareholders. For further information regarding dividend payments by XP Brazil since January 1, 2017, see note 25(d) to our audited consolidated financial statements included elsewhere in this annual report.

On May 29, 2020, in response to the ongoing uncertainty relating to the economic effects of the COVID-19 pandemic, the Central Bank issued CMN Resolution N 4,820/2020, or "CMN Resolution No. 4,820." CMN Resolution No. 4,820 prohibits financial institutions and other institutions authorized to operate by the Central Bank, including XP CCTVM, Banco XP and XP DTVM, to, until December 31, 2021, make dividend distributions beyond the minimum legal requirement or the minimum threshold established in such institutions' bylaws. Under CMN Resolution No. 4,820, the anticipated distribution of profits relating to 2020 must be made in a conservative, consistent manner compatible with the uncertainties of the current economic scenario. CMN Resolution No. 4,820 also temporarily prohibits financial institutions from making other related payments, pay interest on equity, effect stock repurchases and, as a general rule, effect capital stock reductions. We do not expect the temporary prohibitions established by CMN Resolution No. 4,820 to have a material impact on our business, financial condition or results of operations.

Certain Cayman Islands Legal Requirements Related to Dividends

Under the Companies Act and our Memorandum and Articles of Association, a Cayman Islands company may pay a dividend out of either its profit or share premium account, but a dividend may not be paid if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business. According to our Memorandum and Articles of Association, dividends can be declared and paid out of funds lawfully available to us, which include the share premium account. Dividends, if any, would be paid in proportion to the number of common shares a shareholder holds. For further information, see "Item 10. Additional Information—E. Taxation—Cayman Islands Tax Considerations."

Additionally, please refer to "Item 3. Key Information—D. Risk Factors—Certain risks Relating to Our Business and Industry—Our holding company structure makes us dependent on the operations of our subsidiaries." Our ability to pay dividends is directly related to positive and distributable net results from our subsidiaries. We depend on dividend distributions by our subsidiaries, and we may be adversely affected if the performance of our subsidiaries is not positive. If, for any legal reasons due to new laws or bilateral agreements between countries, they are unable to pay dividends to Cayman Islands companies, or if a Cayman Islands company becomes incapable of receiving them, we may not be able to make any dividend payments in the future.

Legal Proceedings

From time to time, we are involved in disputes that arise in the ordinary course of our business. Any claims against us, whether meritorious or not, can be time-consuming, result in costly litigation, require significant management time and result in the diversion of significant operational resources.

We are subject to a number of judicial and administrative proceedings, including civil, labor and tax law and social security claims and other proceedings, which we believe are common and incidental to business operations in general. We recognize provisions for legal proceedings in our financial statements, in accordance with accounting rules, when we are advised by independent outside counsel that (1) it is probable that an outflow of resources will be required to settle the obligation; and (2) a reliable estimate can be made of the amount of the obligation. The assessment of the likelihood of loss includes analysis by inside or outside counsel of available evidence, the hierarchy of laws, available case law, recent court rulings and their relevance in the legal system. Our provisions for probable losses arising from these matters are estimated and periodically adjusted by management. In making these adjustments our management relies on the opinions of our internal and external legal advisors.

As of December 31, 2022, we have provisions recorded in our audited consolidated financial statements in connection with legal proceedings for which we believe a loss is probable in accordance with accounting rules, in an aggregate amount of R\$44 million and have made judicial deposits in an aggregate amount of R\$12 million. However, legal proceedings are inherently unpredictable and subject to significant uncertainties. If one or more cases were to result in a judgment against us in any reporting period for amounts that exceeded our management's expectations, the impact on our results of operations or financial condition for that reporting period could be material. See "Item 3. Key information—D. Risk Factors—Risks Relating to Our Business and Industry—The Costs and Effects of Pending and Future Litigation, Investigations or Similar Matters, or Adverse Facts and Developments Related Thereto, Could Materially Affect Our Business, Financial Position and Results of Operations."

For further information, see note 27 to our audited consolidated financial statements included elsewhere in this annual report.

Civil Matters

The civil claims to which we are a party generally relate to consumer claims, including those related to (1) financial losses in the stock market; (2) portfolio management; and (3) alleged losses as a result of the liquidation of customer assets/portfolios resulting in a negative balance. We believe these proceedings are unlikely to have a material adverse impact, individually, or in the aggregate, on our results of operations or financial condition.

As of December 31, 2022, we were party to 181 judicial and administrative proceedings of a civil nature for which we recorded a provision of R\$20 million. We were also party to 688 judicial and administrative proceedings of a civil nature totaling R\$336 million, where the likelihood of loss has been assessed by our management as possible based on the opinion of our external legal advisors and for which we have not recorded a provision.

From March to April 2020, three putative securities class action complaints were filed against, among others, us, certain of our officers and directors and our then controlling shareholder, XP Controle, one of which was filed in the Supreme Court of the State of New York and two of which were filed in the United States District Court for the Eastern District of New York. In June 2020, the federal actions were consolidated into a single proceeding and co-lead plaintiffs and co-lead counsel were appointed. The New York State plaintiff subsequently filed an amended complaint, which added as defendants certain of our directors and our then shareholder Itaú. Thereafter, co-lead plaintiffs in the consolidated federal action also filed an amended complaint, which added Itaú, XP Controle, and one of our directors as defendants. The complaints alleged, among other things, that certain offering documents filed with the SEC in connection with our IPO misrepresented and/or omitted to state certain material facts. We, along with certain other defendants, have filed motions to dismiss both the New York State action and the consolidated federal action in their entirety. On February 8, 2021 and March 8, 2021, respectively, the New York State and federal district courts dismissed both actions in their entirety and with prejudice. The plaintiff in the New York State action has not appealed or sought reargument of the relevant dismissal decision. On April 7, 2021, the plaintiff in the consolidated federal action filed a notice of appeal to the United States Court of Appeals for the Second Circuit. The appeal was denied on November 22, 2021.

Labor Matters

The labor claims to which we are a party are typically filed by former employees or a third party's employees seeking our joint and/or subsidiary liability for the acts of our suppliers and service providers, and generally relate to (1) whether there is a direct employer/employee relationship between us and our IFAs and whether we should be liable accordingly; (2) overtime; and (3) severance payments. We believe these proceedings are unlikely to have a material adverse impact, individually or in the aggregate, on our results of operations or financial condition.

As of December 31, 2022, we were party to 28 labor-related judicial and administrative proceedings for which we recorded a provision of R\$8 million. We were also party to 28 labor lawsuits totaling approximately R\$15 million, where the likelihood of loss has been assessed by our management as possible based on the opinion of our external legal advisors and for which we have not recorded a provision.

XP Investments is a party to proceedings in the United States filed by former employees, including a lawsuit asserting fraudulent inducement and breach of an alleged agreement to develop proprietary trading software. The lawsuit alleged damages of approximately US\$90 million. However, in January 2021, the court partially granted XP Investments' motion to dismiss, which resulted in the dismissal of the fraudulent inducement claim. In December 2021, the appeals court further affirmed the dismissal of the fraudulent inducement claim. As a result, the amount of damages alleged in this lawsuit has been reduced to approximately US\$18 million.

While external counsel at the present time cannot evaluate the likelihood of an unfavorable outcome of any such matter given, that it is in its preliminary stages, we believe the allegations are meritless.

Tax and Social Security Matters

As of December 31, 2022, we were party to one administrative tax and social security proceeding for which the likelihood of loss has been assessed by our management as possible and we did not record a provision. The proceeding relates to the application of social contribution taxes ("PIS" and "COFINS") on the definition of the calculation base of revenues to pay correctly. As of December 31, 2022, we had made judicial deposits in an aggregate amount of R\$12 million in connection with this proceeding. As of the date of this annual report, this proceeding was pending the expert technical report following the decision of the second instance court to grant the right to provide evidence and send the proceeding back to the lower court.

We are party to four corporate income tax and social security proceedings totaling R\$543 million, where the likelihood of loss has been assessed by our management as possible based on the opinion of our external legal advisors and for which we have not recorded a provision. In three of the proceedings, the plaintiffs allege that we are in violation of Brazilian Law No. 10,101/00 relating to a requirement to make social security contributions during the fiscal years 2011, 2015 and 2016 in connection with employee profit sharing payments. The fourth proceeding challenges certain expenses we deducted from our income tax basis for amounts received by our directors. We are also a party to three proceedings in which tax authorities challenge the tax use of goodwill arising from the GA and Actis acquisitions of our shares between 2013 and 2016 (we have also filed two suits to prevent the issuance of new tax assessments related to such goodwill for other periods). As of the date of this annual report, these proceedings are pending adjudication by the first administrative instance of the Brazilian Internal Revenue Services. The amounts involved are, respectively, R\$9 million and R\$58 million. In November 2021, the Group was notified by tax authorities for a requirement of social security contributions due to employee profit sharing payments related to the calendar year 2017, allegedly in violation of Brazilian Law No. 10,101/00 and non-deductible expenses for the income tax in amount of received by the members of Council. The amount claimed is R\$97 million. An administrative appeal was filed against the assessment, which is awaiting judgment by the Federal Revenue of Brazil, or "RFB."

We believe these proceedings are unlikely to have a material adverse impact, individually or in the aggregate, on our results of operations or financial condition.

Consumer Matters

In 2021, CVM conducted a review of an increase in the number of customer complaints regarding the stability of our platform and the quality of our customer service in the event of a platform instability. We believe this was an isolated increase in complaints resulting from local capital market dynamics: the effects of the COVID-19 pandemic between March and August 2020 resulted in a greater volume of transactions combined with severe volatility in several stocks, which led the B3 to activate its circuit breaker mechanism multiple times. Preliminary results of CVM's review were deemed unsatisfactory, which placed us at risk of CVM prosecution. To avoid this risk, we entered into a no-fault settlement with CVM on February 14, 2022, whereby we agreed to pay R\$5.0 million to CVM and to implement a service level agreement with our clients relating to platform response and customer service wait times. We further agreed to adjust the website for our "Clear" brand to more prominently instruct our clients on how to contact a broker in case of platform instability and on our risk procedures. Lastly, we undertook to prepare reports to attest our compliance with the agreement.

In 2021, we received three notices of infraction from the São Paulo Consumer Protection Foundation (Fundação de Proteção e Defesa do Consumidor), or "PROCON," governmental entity responsible for the supervision of consumer protection market practices. PROCON charged us with an aggregate R\$11.0 million penalty based on consumer complaints regarding alleged violations of Brazilian consumer protection laws. Namely, PROCON claims we should adjust our websites to emphasize costs and change certain provisions of our brokerage agreement. We have presented answers to these notices and await a final decision by PROCON. If we are unsuccessful in our defense, we may have to alter certain terms of our contracts with our retail clients, although we do not expect such changes would materially and adversely affect our market practices.

B. Significant Changes

None.

ITEM 9. THE OFFER AND LISTING

A. Offering and Listing Details

Not applicable.

B. Plan of Distribution

Not applicable.

C. Markets

On December 13, 2019, we completed our initial public offering. Our common shares have been listed on the Nasdaq Global Select Market since December 11, 2019 under the symbol "XP."

On June 24, 2021, we issued senior notes due 2026 in an aggregate principal amount of US\$750.0 million. The 3.250% notes due 2026 are guaranteed by X Investimentos S.A. and have been listed on the Singapore Exchange Securities Trading Limited since July 1, 2021.

On October 1, 2021, we completed our offering of BDRs in connection with the merger of XPart with and into us, pursuant to which XPart ceased to exist. In connection with the merger, XPart shareholders received 225,796,528 Class A common shares previously held by XPart, including in the form of BDRs, in the case of Brazilian or non-Brazilian residents. Our BDRs started trading at the B3 on October 4, 2021 under the symbol "XPBR31." For more information, see "Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders—Itaú Unibanco Holding Transaction."

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

Our shareholders adopted the Amended Memorandum and Articles of Association included as Exhibit 3.1.

Share Capital

Our Memorandum and Articles of Association authorize two classes of common shares: Class A common shares, which are entitled to one vote per share and Class B common shares, which are entitled to 10 votes per share and to maintain a proportional ownership interest in the event that additional Class A common shares are issued. Any holder of Class B common shares may convert his or her shares at any time into Class A common shares on a share-for-share basis. The rights of the two classes of common shares are otherwise identical, except as described below. The implementation of this dual class structure was required by XP Controle and Itaú, certain of our principal shareholders at the time, as a condition of undertaking the initial public offering of our common shares. See "—Anti-Takeover Provisions in our Memorandum and Articles of Association—Two Classes of Common Shares."

As of December 31, 2022, XP's total authorized share capital was US\$35,000, divided into 3,500,000,000 shares par value US\$0.00001 each, of which:

- 2,000,000,000 shares are designated as Class A common shares; and
- 1,000,000,000 shares are designated as Class B common shares.

The remaining 500,000,000 authorized but unissued shares are presently undesignated and may be issued by our board of directors as common shares of any class or as shares with preferred, deferred or other special rights or restrictions. Therefore, the Company is authorized to increase capital up to this limit, subject to approval of the Board of Directors.

As of December 31, 2022, XP had a total issued share capital of US\$5,605.19, divided into 560,518,755 common shares. Those common shares are divided into 447,801,661 Class A common shares and 112,717,094 Class B common shares. See "Item 3. Key Information—B. Capitalization and Indebtedness."

Treasury Stock

As of December 31, 2022, XP had 17,848,085 Class A common shares in treasury.

Issuance of Shares

Except as expressly provided in XP's Memorandum and Articles of Association or the Shareholders' Agreement, XP's board of directors has general and unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any unissued shares in the company's capital without the approval of our shareholders (whether forming part of the original or any increased share capital), either at a premium or at par, with or without preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise and to such persons, on such terms and conditions, and at such times as the directors may decide, but so that no share shall be issued at a discount, except in accordance with the provisions of the Companies Act. In accordance with its Memorandum and Articles of Association XP shall not issue bearer shares.

XP's Memorandum and Articles of Association provide that at any time that there are Class A common shares in issue, additional Class B common shares may only be issued pursuant to (1) a share split, subdivision of shares or similar transaction or where a dividend or other distribution is paid by the issue of shares or rights to acquire shares or following capitalization of profits; (2) a merger, consolidation or other business combination involving the issuance of Class B common shares as full or partial consideration; or (3) an issuance of Class A common shares, whereby holders of the Class B common shares are entitled to purchase a number of Class B common shares that would allow them to maintain their proportional ownership and voting interests in XP (following an offer by XP to each holder of Class B common shares to issue to such holder, upon the same economic terms and at the same price, such number of Class B common shares as would ensure such holder may maintain a proportional ownership and voting interest in XP pursuant to XP's Memorandum and Articles of Association). In light of (a) the above provisions; and (b) the ten-to-one voting ratio between our Class B common shares and Class A common shares, holders of our Class B common shares will in many situations continue to maintain control of all matters requiring shareholder approval. This concentration of ownership and voting power will limit or preclude your ability to influence corporate matters for the foreseeable future. For more information see "—Preemptive or similar rights."

Fiscal Year

XP's fiscal year begins on January 1 of each year and ends on December 31 of the same year.

Voting Rights

The holder of a Class B common share is entitled, in respect of such share, to 10 votes per share, whereas the holder of a Class A common share is entitled, in respect of such share, to one vote per share. The holders of Class A common shares and Class B common shares vote together as a single class on all matters (including the election of directors) submitted to a vote of shareholders, except as provided below and as otherwise required by law.

XP's Memorandum and Articles of Association provide as follows regarding the respective rights of holders of Class A common shares and Class B common shares:

- class consents from the holders of Class A common shares and Class B common shares, as applicable, shall be required for any variation to the rights attached to their respective class of shares; however, the Directors may treat the two classes of shares as forming one class if they consider that both such classes would be affected in the same way by the proposal;
- the rights conferred on holders of Class A common shares shall not be deemed to be varied by the creation or issue of further Class B common shares and vice versa and
- the rights attaching to the Class A common shares and the Class B common shares shall not be deemed to be varied by the creation or issue of shares with preferred or other rights, including, without limitation, shares with enhanced or weighted voting rights.

As set forth in the Memorandum and Articles of Association, the holders of Class A common shares and Class B common shares, respectively, do not have the right to vote separately if the number of authorized shares of such class is increased or decreased. Rather, the number of authorized Class A common shares and Class B common shares may be increased or decreased (but not below the number of shares of such class then outstanding) by both classes voting together by way of an "ordinary resolution," which is defined in the Memorandum and Articles of Association as being a resolution (1) of a duly constituted general meeting passed by a simple majority of the votes cast by, or on behalf of, the shareholders entitled to vote present in person or by proxy and voting at the meeting; or (2) approved in writing by all of the shareholders entitled to vote at a general meeting in one or more instruments each signed by one or more of the shareholders and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such instruments, if more than one, is executed. The Memorandum and Articles of Association provide further, however, that any resolution intended to be passed as an "ordinary resolution" in circumstances where GA Bermuda, has exercised its veto rights pursuant to the Shareholders' Agreement in respect of such resolution shall be void ab initio.

Conversion Rights

As set forth in the Memorandum and Articles of Association, Class B common shares shall be convertible into Class A common shares in any of the manners set out in the Shareholders' Agreement. See "Item 6. Directors, Senior Management and Employees—A. Directors and Senior Management—Shareholders' Agreement."

Furthermore, as set forth in the Memorandum and Articles of Association, each Class B common share will convert automatically into one Class A common share and no Class B common shares will be issued thereafter if, at any time, the total number of votes of the issued and outstanding Class B common shares represents less than 10% of the voting share rights of the Company.

Preemptive or Similar Rights

The Class B common shares are entitled to maintain a proportional ownership and voting interest in the event that additional Class A common shares are issued. As such, except for certain exceptions, if XP increases its share capital or issues common shares, it must first make an offer to each holder of Class B common shares to issue to such holder on the same economic terms such number of Class A common shares and Class B common shares, as applicable, as would ensure such holder may maintain a proportional ownership and voting interest in XP. This right to maintain a proportional ownership and voting interest may be waived by the holders of two-thirds of the Class B common shares in the context of a public offering. Pursuant to the Shareholders' Agreement, preemptive rights will be deemed waived to the extent a holder of Class B common shares does not exercise them within 30 days of XP first making an offer to such holder of Class B common shares. See "Item 6. Directors, Senior Management and Employees—A. Directors and Senior Management—Shareholders' Agreement."

Equal Status

Except as expressly provided in XP's Memorandum and Articles of Association, Class A common shares and Class B common shares have the same rights and privilege and rank equally, share ratably and are identical in all respects as to all matters. In the event of any merger, consolidation, scheme, arrangement or other business combination requiring the approval of our shareholders entitled to vote thereon (whether or not XP is the surviving entity), the holders of Class A common shares shall have the right to receive, or the right to elect to receive, the same form of consideration (as shall be adjusted, in the case of share or equivalent consideration, by the directors so as to account for the different economic and voting rights that exist or may exist between such consideration and the share classes) as the holders of Class B common shares, and (save as aforesaid) the holders of Class A common shares shall have the right to receive, or the right to elect to receive, at least the same amount of consideration on a per share basis as the holders of Class B common shares. In the event of any (1) tender or exchange offer to acquire any Class A common shares or Class B common shares by any third party pursuant to an agreement to which XP is a party, or (2) tender or exchange offer by XP to acquire any Class A common shares or Class B common shares, the holders of Class A common shares shall have the right to receive, or the right to elect to receive, the same form of consideration (as shall be adjusted, in the case of share or equivalent consideration, by the directors so as to account for the different economic and voting rights that exist or may exist between such consideration and the share classes) as the holders of Class B common shares, and (save as aforesaid) the holders of Class A common shares shall have the right to receive, or the right to elect to receive, at least the same amount of consideration on a per-share basis as the holders of Class B common shares.

Record Dates

For the purpose of determining shareholders entitled to notice of, or to vote at any general meeting of shareholders or any adjournment thereof, or shareholders entitled to receive dividend or other distribution payments, or in order to make a determination of shareholders for any other purpose, XP's board of directors may set a record date which shall not exceed forty clear days prior to the date where the determination will be made.

General Meetings of Shareholders

As a condition of admission to a shareholders' meeting, a shareholder must be duly registered as a shareholder of XP at the applicable record date for that meeting and, in order to vote, all calls or installments then payable by such shareholder to XP in respect of the shares that such shareholder holds must have been paid.

Subject to any special rights or restrictions as to voting then attached to any shares, at any general meeting every shareholder who is present in person or by proxy (or, in the case of a shareholder being a corporation, by its duly authorized representative not being himself or herself a shareholder entitled to vote) shall have one vote per Class A common share and 10 votes per Class B common share.

As a Cayman Islands exempted company, XP is not obliged by the Companies Act to call annual general meetings; however, the Memorandum and Articles of Association provide that in each year the company will hold an annual general meeting of shareholders. For the annual general meeting of shareholders the agenda will include, among other things, the presentation of the annual accounts and the report of the directors (if any). In addition, the agenda for an annual general meeting of shareholders will only include such items as have been included therein by the board of directors.

Also, XP may, but is not required to (unless required by the laws of the Cayman Islands), hold other extraordinary general meetings during the year. General meetings of shareholders are generally expected to take place in São Paulo, Brazil, but may be held elsewhere if the directors so decide.

The Companies Act provides shareholders a limited right to request a general meeting, and does not provide shareholders with any right to put any proposal before a general meeting in default of a company's Memorandum and Articles of Association. However, these rights may be provided in a company's Memorandum and Articles of Association. XP's Memorandum and Articles of Association provide that, upon the requisition of one or more shareholders representing not less than one-third of the voting rights entitled to vote at general meetings, the board will convene an extraordinary general meeting and put the resolutions so requisitioned to a vote at such meeting. The Memorandum and Articles of Association provide no other right to put any proposals before annual general meetings or extraordinary general meetings.

Subject to regulatory requirements, the annual general meeting and any extraordinary general meetings must be called by not less than eight days' notice prior to the relevant shareholders meeting and convened by a notice discussed below. Alternatively, upon the prior consent of all holders entitled to receive notice, with regards to the annual general meeting, and the holders of 95% in par value of the shares entitled to attend and vote at an extraordinary general meeting, that meeting may be convened by a shorter notice and in a manner deemed appropriate by those holders.

XP will give notice of each general meeting of shareholders by publication on its website and in any other manner that it may be required to follow in order to comply with Cayman Islands law, Nasdaq and SEC requirements. The holders of registered shares may be given notice of a shareholders' meeting by means of letters sent to the addresses of those shareholders as registered in our shareholders' register, or, subject to certain statutory requirements, by electronic means.

Holders whose shares are registered in the name of DTC or its nominee, which we expect will be the case for all holders of Class A common shares, will not be a shareholder or member of the company and must rely on the procedures of DTC regarding notice of shareholders' meetings and the exercise of rights of a holder of the Class A common shares.

A quorum for a general meeting consists of any one or more persons holding or representing by proxy not less than 50% of the aggregate voting power of all shares in issue and entitled to vote upon the business to be transacted. If a quorum is not present within half an hour from the time appointed for the meeting to commence or if, during such a meeting, a quorum ceases to be present, a second meeting may be called with at least five days' notice to shareholders specifying the place, the day and the hour of the second meeting, as the Directors may determine, and if at the second meeting a quorum is not present within half an hour from the time appointed for the meeting to commence, the shareholders present shall be a quorum.

A resolution put to a vote at a general meeting shall be decided on a poll. Generally speaking, an ordinary resolution to be passed by the shareholders at a general meeting requires the affirmative vote of a simple majority of the votes cast by, or on behalf of, the shareholders entitled to vote, present in person or by proxy and voting at the meeting, and a special resolution requires the affirmative vote on a poll of no less than two-thirds of the votes cast by the shareholders entitled to vote who are present in person or by proxy at a general meeting. However, XP's Memorandum and Articles of Association have expanded these definitions of ordinary and special resolutions to additionally provide that any such resolutions intended to be passed as such in circumstances where GA Bermuda has exercised its veto rights pursuant to the Shareholders' Agreement in respect of such resolution shall be void ab initio. Both ordinary resolutions and special resolutions may also be passed by a unanimous written resolution signed by all the shareholders of our Company, as permitted by the Companies Act and our Memorandum and Articles of Association.

Pursuant to XP's Memorandum and Articles of Association, general meetings of shareholders are to be chaired by the chairman of our board of directors or, in his absence, the vice-chairman of the board of directors. If the chairman or vice-chairman of our board of directors is absent, the directors present at the meeting shall appoint one of them to be chairman of the general meeting. If neither the chairman nor another director is present at the general meeting within 15 minutes after the time appointed for holding the meeting, the shareholders present in person or by proxy and entitled to vote may elect any one of the shareholders to be chairman. The order of business at each meeting shall be determined by the chairman of the meeting, and he or she shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts and things as are necessary or desirable for the proper conduct of the meeting, including, without limitation, the establishment of procedures for the maintenance of order and safety, limitations on the time allotted to questions or comments on the affairs of the Company, restrictions on entry to such meeting after the time prescribed for the commencement thereof, and the opening and closing of the polls.

Actions Void Ab Initio

Pursuant to the Memorandum and Articles of Association, certain actions which are taken in contravention of the Shareholders' Agreement shall be void ab initio. These include any share and security issuances as well as share sales, transfers, purchases and redemptions, and board appointments.

Liquidation Rights

If XP is voluntarily wound up, the liquidator, after taking into account and giving effect to the rights of preferred and secured creditors and to any agreement between XP and any creditors that the claims of such creditors shall be subordinated or otherwise deferred to the claims of any other creditors and to any contractual rights of set-off or netting of claims between XP and any person or persons (including without limitation any bilateral or any multilateral set-off or netting arrangements between the company and any person or persons) and subject to any agreement between XP and any person or persons to waive or limit the same, shall apply XP's property in satisfaction of its liabilities *pari passu* and subject thereto shall distribute the property among the shareholders according to their rights and interests in XP.

Changes to Capital

Pursuant to the Memorandum and Articles of Association, XP may from time to time by ordinary resolution:

- increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe;
- consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- convert all or any of its paid-up shares into stock and reconvert that stock into paid-up shares of any denomination;
- subdivide its existing shares or any of them into shares of a smaller amount, provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; or
- cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so canceled.

XP's shareholders may by special resolution, subject to confirmation by the Grand Court of the Cayman Islands on an application by the Company for an order confirming such reduction, reduce its share capital or any capital redemption reserve in any manner permitted by law.

In addition, subject to the provisions of the Companies Act, our Memorandum and Articles of Association and the Shareholders' Agreement, XP may:

- issue shares on terms that they are to be redeemed or are liable to be redeemed;
- purchase its own shares (including any redeemable shares); and
- make a payment in respect of the redemption or purchase of its own shares in any manner authorized by the Companies Act, including out of its own capital.

Transfer of Shares

Subject to any applicable restrictions set forth in the Memorandum and Articles of Association and the Shareholders' Agreement, any shareholder of XP may transfer all or any of his or her common shares by an instrument of transfer in the usual or common form or in the form prescribed by the Nasdaq or any other form approved by the Company's board of directors.

However, XP's board of directors may, in its absolute discretion, decline to register any transfer of any common share which is either not fully paid up to a person of whom it does not approve or is issued under any share incentive scheme for employees which contains a transfer restriction that is still applicable to such common share. The board of directors may also decline to register any transfer of any common share unless:

- the instrument of transfer is lodged with XP, accompanied by the certificate (if any) for the common shares to which it relates and such other evidence as our board of directors may reasonably require to show the right of the transferor to make the transfer;
- the instrument of transfer is in respect of only one class of shares;
- the instrument of transfer is properly stamped, if required;
- the common shares transferred are free of any lien in favor of XP; and
- in the case of a transfer to joint holders, the transfer is not to more than four joint holders.

If the directors refuse to register a transfer they are required, within two months after the date on which the instrument of transfer was lodged, to send to the transferee notice of such refusal.

Share Repurchase

The Companies Act and the Memorandum and Articles of Association permit XP to purchase its own shares, subject to certain restrictions. The board of directors may only exercise this power on behalf of XP, subject to the Companies Act, the Memorandum and Articles of Association, the Shareholders' Agreement and to any applicable requirements imposed from time to time by the SEC, the Nasdaq, or by any recognized stock exchange on which our securities are listed.

On May 11, 2022, we announced that our board of directors approved a share repurchase program, which was amended on November 8, 2022. For more information, please see "Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers."

Dividends and Capitalization of Profits

We have not adopted a dividend policy with respect to payments of any future dividends by XP. Subject to the Companies Act, XP's shareholders may, by resolution passed by a simple majority of the voting rights entitled to vote at a general meeting, declare dividends (including interim dividends) to be paid to shareholders but no dividend shall be declared in excess of the amount recommended by the board of directors. The board of directors may also declare dividends. Dividends may be declared and paid out of funds lawfully available to XP. Except as otherwise provided by the rights attached to shares and the Memorandum and Articles of Association of XP, all dividends shall be paid in proportion to the number of Class A common shares or Class B common shares a shareholder holds at the date the dividend is declared (or such other date as may be set as a record date); but, (1) if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly; and (2) where we have shares in issue which are not fully paid up (as to par value), we may pay dividends in proportion to the amounts paid up on each share.

The holders of Class A common shares and Class B common shares shall be entitled to share equally in any dividends that may be declared in respect of XP's common shares from time to time. In the event that a dividend is paid in the form of Class A common shares or Class B common shares, or rights to acquire Class A common shares or Class B common shares, (1) the holders of Class A common shares shall receive Class A common shares, or rights to acquire Class A common shares, as the case may be and (2) the holders of Class B common shares shall receive Class B common shares, or rights to acquire Class B common shares, as the case may be.

Pursuant to the Shareholders' Agreement, any distribution of dividends in an amount that exceeds 50% of our net profits for the year is subject to a veto right by GA Bermuda.

Appointment, Disqualification and Removal of Directors

XP is managed by its board of directors. The Memorandum and Articles of Association provide that the board of directors will be composed of such number of directors as a majority of directors in office may determine, being up to 12 directors on the date of adoption of the Memorandum and Articles of Association. There are no provisions relating to retirement of directors upon reaching any age limit. The Memorandum and Articles of Association also provide that, while XP's shares are admitted to trading on Nasdaq, the board of directors must always comply with the residency and citizenship requirements of the U.S. securities laws applicable to foreign private issuers.

The Memorandum and Articles of Association provide that directors shall be elected by an ordinary resolution of our shareholders, which requires the affirmative vote of a simple majority of the votes cast on the resolution by the shareholders entitled to vote who are present, in person or by proxy, at the meeting (provided that any resolution intended to be passed as an "ordinary resolution" in circumstances where GA Bermuda, has exercised its veto rights pursuant to the Shareholders' Agreement in respect of such resolution shall be void ab initio). Each director shall be appointed for a two-year term, unless they resign or their office is vacated earlier, provided, however, that such term shall be extended beyond two years in the event that no successor has been appointed (in which case such term shall be extended to the date on which such successor has been appointed).

Our directors are Guilherme Dias Fernandes Benchimol, Bernardo Amaral Botelho, Gabriel Klas da Rocha Leal, Bruno Constantino Alexandre dos Santos, Fabrício Cun de Almeida, Guilherme Sant'Anna Monteiro da Silva, Luiz Felipe Amaral Calabró, Martin Emiliano Escobarí Lifchitz, Geraldo José Carbone, Cristiana Pereira and Guy Almei Andrade. Luiz Felipe Amaral Calabró, Cristiana Pereira and Guy Almeida Andrade are "independent" as that term is defined under Rule 10A-3 under the Exchange Act and the Nasdaq rules applicable to audit committees.

Grounds for Removing a Director

A director may be removed with or without cause by ordinary resolution. The notice of general meeting must contain a statement of the intention to remove the director and must be served on the director not less than ten calendar days before the meeting. The director is entitled to attend the meeting and be heard on the motion for his removal.

The office of a director will be vacated automatically if he or she (1) becomes prohibited by law from being a director; (2) becomes bankrupt or makes an arrangement or composition with his creditors; (3) dies or is in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as director; (4) resigns his office by notice to us; or (5) has for more than six months been absent without permission of the directors from meetings of the board of directors held during that period, and the remaining directors resolve that his or her office be vacated.

Proceedings of the Board of Directors

The Memorandum and Articles of Association provide that XP's business is to be managed and conducted by the board of directors. The quorum necessary for the board meeting shall be a simple majority of the directors then in office, which majority must include such directors as may be specified in the Shareholders' Agreement, and business at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a casting vote.

Subject to the provisions of the Memorandum and Articles of Association, the board of directors may regulate its proceedings as they determine is appropriate. Board meetings shall be held at least once every calendar quarter and shall take place either in São Paulo, Brazil or at such other place as the directors may determine.

Subject to the provisions of the Memorandum and Articles of Association, to any directions given by ordinary resolution of the shareholders and the listing rules of the Nasdaq, the board of directors may from time to time at its discretion exercise all powers of XP, including, subject to the Companies Act, the power to issue debentures, bonds and other securities of the company, whether outright or as collateral security for any debt, liability or obligation of our company or of any third party.

Corporate Opportunities

Pursuant to XP's Memorandum and Articles of Association, to the fullest extent permitted by applicable law, XP, on behalf of itself and its subsidiaries, agrees that Itáú its affiliates and subsidiaries or any of their respective officers, directors, representatives, agents, shareholders, members and partners, (each a "specified party") has the right to, and shall have no duty (statutory, fiduciary, contractual or otherwise) not to, (1) directly or indirectly engage in the same or similar business activities or lines of business as XP or its subsidiaries, including those deemed to be competing with XP or its subsidiaries, or (2) directly or indirectly do business with any client or customer of XP or its subsidiaries. In addition, in the event that any specified party gains knowledge of a potential transaction or matter that may be a corporate opportunity for XP or its subsidiaries, such specified party shall have no duty (statutory, fiduciary, contractual or otherwise) to communicate or present such corporate opportunity to XP or its subsidiaries and, notwithstanding anything in XP's Memorandum and Articles of Association to the contrary and, to the fullest extent permitted by applicable law, shall not be liable to XP or its subsidiaries by reason of the fact that such specified party, directly or indirectly, pursues or acquires such opportunity for itself, directs such opportunity to another person, or does not present such opportunity to XP or its subsidiaries. Notwithstanding anything in XP's Memorandum and Articles of Association to the contrary, a specified party who is a director or officer of XP and who is offered a business opportunity for XP or its subsidiaries solely in his or her capacity as a director or officer of XP (a "directed opportunity") shall communicate such directed opportunity to XP. Nothing in XP's Memorandum and Articles of Association shall be deemed to supersede any rights or obligations of any specified party under the Shareholders' Agreement. Each shareholder and director of XP, shall comply with the applicable duties and obligations under the Companies Act. All confidential information of XP that is disclosed by XP to (a) any of the directors while such person is acting solely in his or her capacity as a director of XP; or (b) the shareholders solely in their capacity as shareholders of XP, shall not be used by such receiving party in any manner that violates applicable law. In this context, "confidential information" means all proprietary information of XP that is disclosed by XP to the directors or shareholders of XP in their capacity as directors or shareholders, respectively, other than information that (i) is or becomes part of the public domain other than as a result of unauthorized disclosure by the directors or shareholders of XP; (ii) is or becomes available to any such director or shareholder from a source other than XP, provided that such other source is not, to the applicable director's or shareholder's reasonable knowledge, acting in breach of applicable laws; (iii) was in the possession of such director or shareholder prior to the disclosure of such information to such party by XP, other than as a result of a disclosure in a breach of applicable laws; or (iv) was independently developed by such director or shareholder without reference to such confidential information.

Inspection of Books and Records

Holders of XP shares will have no general right under Cayman Islands law to inspect or obtain copies of the list of shareholders or corporate records of the Company. However, the board of directors may determine from time to time whether and to what extent XP's accounting records and books shall be open to inspection by shareholders who are not members of the board of directors. Notwithstanding the above, the Memorandum and Articles of Association provide shareholders with the right to receive annual financial statements. Such right to receive annual financial statements may be satisfied by publishing the same on the company's website or filing such annual reports as we are required to file with the SEC.

Register of Shareholders

Our Class A common shares are held through DTC, and DTC or Cede & Co., as nominee for DTC, is recorded in the shareholders' register as the holder of our Class common shares.

Under Cayman Islands law, XP must keep a register of shareholders that includes:

- the names and addresses of the shareholders, a statement of the shares held by each member and of the amount paid or agreed to be considered as paid on the shares of each member;
- the date on which the name of any person was entered on the register as a member; and
- the date on which any person ceased to be a member.

Under Cayman Islands law, the register of shareholders of XP is prima facie evidence of the matters set out therein (i.e., the register of shareholders will raise a presumption of fact on the matters referred to above unless rebutted) and a shareholder registered in the register of shareholders is deemed as a matter of Cayman Islands law to have prima facie legal title to the shares as set against his or her name in the register of shareholders.

If the name of any person is incorrectly entered in or omitted from the register of shareholders, or if there is any default or unnecessary delay in entering on the register the fact of any person having ceased to be a shareholder of XP, the person or member aggrieved (or any shareholder of XP, or XP itself) may apply to the Cayman Islands Grand Court for an order that the register be rectified, and the Court may either refuse such application or it may, if satisfied of the justice of the case, make an order for the rectification of the register.

Exempted Company

XP is an exempted company with limited liability under the Companies Act. The Companies Act distinguishes between ordinary resident companies and exempted companies. Any company that is registered in the Cayman Islands but conducts business mainly outside of the Cayman Islands may apply to be registered as an exempted company. The requirements for an exempted company are essentially the same as for an ordinary company except for the exemptions and privileges listed below:

- an exempted company does not have to file an annual return of its shareholders with the Registrar of Companies;
- an exempted company's register of shareholders is not open to inspection;
- an exempted company does not have to hold an annual general meeting;
- an exempted company may obtain an undertaking against the imposition of any future taxation (such undertakings are usually given for 20 years in the first instance);
- an exempted company may register by way of continuation in another jurisdiction and be deregistered in the Cayman Islands;
- an exempted company may register as a limited duration company; and
- an exempted company may register as a segregated portfolio company.

"Limited liability" means that the liability of each shareholder is limited to the amount unpaid by the shareholder on the shares of the company (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

XP is subject to reporting and other informational requirements of the Exchange Act, as applicable to foreign private issuers. Except as otherwise disclosed in this annual report, XP currently complies with the Nasdaq rules in lieu of following home country practice.

Anti-Takeover Provisions in Our Memorandum and Articles of Association

Some provisions of the Memorandum and Articles of Association may discourage, delay or prevent a change in control of XP or management that shareholders may consider favorable. In particular, the capital structure of XP concentrates ownership of voting rights in the hands of XP Control, as the controlling shareholder. These provisions, which are summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of XP to first negotiate with the board of directors. However, these provisions could also have the effect of discouraging others from attempting hostile takeovers and, as a consequence, they may also inhibit temporary fluctuations in the market price of the Class A common shares that often result from actual or rumored hostile takeover attempts. These provisions may also have the effect of preventing changes in the management of XP. It is possible that these provisions could make it more difficult to accomplish transactions that shareholders may otherwise deem to be in their best interests.

Two Classes of Common Shares

The Class B common shares of XP are entitled to 10 votes per share, while the Class A common shares are entitled to one vote per share. Since XP Control owns the majority of the Class B common shares, XP Control currently has the ability to elect a majority of the directors and to determine the outcome of most matters submitted for the vote of shareholders, with XP Control as the controlling shareholder. This concentrated voting control could discourage others from initiating any potential merger, takeover or other change of control transaction that other shareholders may view as beneficial.

So long as XP Control has the ability to determine the outcome of most matters submitted to a vote of shareholders as well, third parties may be deterred in their willingness to make an unsolicited merger, takeover or other change of control proposal, or to engage in a proxy contest for the election of directors. As a result, the fact that XP has two classes of common shares may have the effect of depriving you as a holder of Class A common shares of an opportunity to sell your Class A common shares at a premium over prevailing market prices and make it more difficult to replace the directors and management of XP.

Preferred Shares

XP's board of directors is given wide powers to issue one or more classes or series of shares with preferred rights. Such preferences may include, for example, dividend rights, conversion rights, redemption privileges, enhanced voting powers and liquidation preferences.

Despite the anti-takeover provisions described above, under Cayman Islands law, XP's board of directors may only exercise the rights and powers granted to them under the Memorandum and Articles of Association for what they believe in good faith to be in the best interests of XP.

Protection of Non-Controlling Shareholders

The Grand Court of the Cayman Islands may, on the application of shareholders holding not less than one fifth of the shares of XP in issue, appoint an inspector to examine the Company's affairs and report thereon in a manner as the Grand Court shall direct.

Subject to the provisions of the Companies Act, any shareholder may petition the Grand Court of the Cayman Islands which may make a winding-up order, if the court is of the opinion that this winding-up is just and equitable.

Notwithstanding the U.S. securities laws and regulations that are applicable to XP, general corporate claims against XP by its shareholders must, as a general rule, be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by XP's Memorandum and Articles of Association.

The Cayman Islands courts ordinarily would be expected to follow English case law precedents, which permit a minority shareholder to commence a representative action against XP, or derivative actions in XP's name, to challenge (1) an act which is ultra vires or illegal; (2) an act which constitutes a fraud against the minority and the wrongdoers themselves control XP; and (3) an irregularity in the passing of a resolution that requires a qualified (or special) majority.

Registration Rights and Restricted Shares

Although no shareholders of XP currently have formal registration rights, they or entities controlled by them or their permitted transferees are able to sell their shares in the public market from time to time without registering them, subject to certain limitations on the timing, amount and method of those sales imposed by regulations promulgated by the SEC. On December 1, 2019, we entered into a registration rights agreement (as amended from time to time, the "Registration Rights Agreement"), with XP Controle, Itaú and GA Bermuda. Following the merger of XPart with and into us on October 1, 2021, we entered into an amended and restated registration rights agreement with XP Controle, GA Bermuda, ITB Holding, IUPAR – Itaú Unibanco Participações S.A., and Itaúsa S.A. Also, following XP Controle's and IUPAR - Itaú Unibanco Participações S.A.'s reorganizations in December 2021, XP Control, São Carlos and São Marcos became parties to the Registration Rights Agreement.

C. Material Contracts

See "Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions." Except as otherwise disclosed in this annual report on Form 20-F (including the Exhibits), we are not currently, and have not been in the last two years, party to any material contract, other than contracts entered into in the ordinary course of business.

D. Exchange Controls

The Cayman Islands currently has no exchange control restrictions.

E. Taxation

The following summary contains a description of certain Cayman Islands and U.S. federal income tax consequences of the acquisition, ownership and disposition of our Class A common shares. It does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase the Class A common shares, is not applicable to all categories of investors, some of which may be subject to special rules, and does not address all of the Cayman Islands and U.S. federal income tax considerations applicable to any particular holder. The summary is based upon the tax laws of the Cayman Islands and regulations thereunder and upon the tax laws of the United States and regulations thereunder as of the date hereof, which are subject to change.

Prospective purchasers of our Class A common shares should consult their own tax advisors about the particular Cayman Islands and U.S. federal, state, local and other tax consequences to them of the acquisition, ownership and disposition of our Class A common shares.

Cayman Islands Tax Considerations

The Cayman Islands laws currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciation, and there is no taxation in the nature of inheritance tax or estate duty or withholding tax applicable to us or to any holder of Class A common shares. There are no other taxes likely to be material to us levied by the government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or after execution brought within, the jurisdiction of the Cayman Islands. No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands. The Cayman Islands is not party to any double tax treaties which are applicable to any payments made by or to our company. There are no exchange control regulations or currency restrictions in the Cayman Islands.

We have been incorporated under the laws of the Cayman Islands as an exempted company with limited liability and, as such, have obtained an undertaking from the Governor in Cabinet of the Cayman Islands as to tax concessions under the Tax Concessions Act (As Revised), or the "Tax Concessions Act." In accordance with the Tax Concessions Act, the Governor in Cabinet has undertaken with us:

- that no law which is hereafter enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to us or our operations; and
- in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable, on or in respect of the shares, debentures or other obligations of us or by way of the withholding, in whole or part, of any relevant payment as defined in the Tax Concessions Act.

These concessions shall be for a period of twenty years from September 2, 2019.

Payments of dividends and capital in respect of our Class A common shares will not be subject to taxation in the Cayman Islands and no withholding will be required or the payment of a dividend or capital to any holder of our Class A common shares, nor will gains derived from the disposal of our Class A common shares be subject to Cayman Islands income or corporation tax.

U.S. Federal Income Tax Considerations

The following is a description of the material U.S. federal income tax considerations to U.S. Holders (as defined below) of owning and disposing of Class A common shares, but it does not purport to be a comprehensive description of all tax considerations that may be relevant to a particular person's decision to invest in our Class A common shares. This discussion applies only to a U.S. Holder that holds Class A common shares as capital assets for U.S. federal income tax purposes. In addition, it does not describe all of the tax considerations that may be relevant in light of a U.S. Holder's particular circumstances, including alternative minimum tax considerations, the potential application of the provisions of the Code known as the Medicare contribution tax and tax considerations applicable to U.S. Holders subject to special rules, such as:

- one of certain financial institutions;
- a dealer or trader in securities who uses a mark-to-market method of tax accounting;
- a person holding a Class A common share as part of a straddle, wash sale, hedging transaction, conversion transaction or integrated transaction or entering into a constructive sale with respect to a Class A common share;

- a person whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- a person that is subject to the "applicable financial statement" rules under Section 451(b) of the Code;
- an entity classified as a partnership for U.S. federal income tax purposes;
- a tax-exempt entity, including an "individual retirement account" or "Roth IRA;" or
- a person that owns or is deemed to own ten percent or more of our stock (by vote or value).

If a partnership (or other entity or arrangement classified as a partnership for U.S. federal income tax purposes) holds our Class A common shares, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships holding Class A common shares and partners in such partnerships should consult their tax advisers as to the particular U.S. federal income tax considerations of owning and disposing of the Class A common shares.

This discussion is based on the Code, administrative pronouncements, judicial decisions, and final, temporary and proposed Treasury regulations, all as of the date hereof, any of which is subject to change, possibly with retroactive effect.

For purposes of this discussion, a "U.S. Holder" is a beneficial owner of Class A common shares that is for U.S. federal income tax purposes:

- a citizen or individual resident of the United States;
- a corporation created or organized in or under the laws of the United States, any state therein or the District of Columbia or otherwise treated as a domestic corporation; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

Except where otherwise indicated, this discussion assumes that we are not, and will not become, a PFIC, as described below.

Taxation of Distributions

As discussed above under "Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividends and Dividend Policy," we do not currently intend to pay dividends. In the event that we pay dividends, distributions paid on our Class A common shares will be treated as dividends for U.S. federal income tax purposes to the extent paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Because we do not maintain calculations of our earnings and profits under U.S. federal income tax principles, it is expected that distributions generally will be reported to U.S. Holders as dividends. Subject to applicable limitations, dividends paid to a non-corporate U.S. Holder will be "qualified dividend income" and therefore may be taxable at rates applicable to long-term capital gains, provided the Class A common shares on which the dividends are paid are readily tradable on an established securities market in the United States. The Nasdaq, on which the Class A common shares are listed, is an established securities market in the United States, and we expect that our Class A common shares should qualify as readily tradable, although there can be no assurances in this regard. The amount of any dividend will be treated as foreign-source dividend income and will not be eligible for the dividends-received deduction generally available to U.S. corporations under the Code. Dividends will be included in a U.S. Holder's income on the date of receipt. U.S. Holders should consult their tax advisers regarding the availability of the reduced tax rate on dividends in their particular circumstances.

Sale or Other Disposition of Class A Common Shares

For U.S. federal income tax purposes, gain or loss realized on the sale or other disposition of a Class A common share will be capital gain or loss, and will be long-term capital gain or loss if a U.S. Holder has held the Class A common share for more than one year. The amount of the gain or loss will equal the difference between a U.S. Holder's tax basis in the Class A common share disposed of and the amount realized on the disposition, in each case as determined in U.S. dollars. This gain or loss will generally be U.S.-source gain or loss for foreign tax credit purposes. The deductibility of capital losses is subject to various limitations.

Passive Foreign Investment Company Rules

Under the Code, we will be a PFIC for any taxable year in which, after the application of certain "look-through" rules with respect to subsidiaries, either (1) 75% or more of our gross income consists of "passive income," or (2) 50% or more of the average quarterly value of our assets consists of assets that produce, or are held for the production of, "passive income." For purposes of the above calculations, we will be treated as if we hold our proportionate share of the assets of, and receive directly our proportionate share of the income of, any other corporation in which we directly or indirectly own at least 25%, by value, of the shares of such corporation. Passive income generally includes dividends, interest, rents, certain non-active royalties, and capital gains. Based on our operations, income, assets and certain estimates and projections, including as to the relative values of our assets, including goodwill, which is based on the market price of our Class A common shares, we do not believe we were a PFIC for our 2022 taxable year. However, there can be no assurance that the IRS will agree with our conclusion. In addition, whether we will be a PFIC in 2023 or any future year is uncertain because, among other things, our PFIC status for any taxable year will depend on the composition of our income and assets and the value of our assets from time to time (which may be determined, in part, by reference to the market price of our Class A common shares, which could be volatile). Accordingly, there can be no assurance that we will not be a PFIC for any taxable year. If we are a PFIC for any year during which a U.S. Holder holds Class A common shares, we would generally continue to be treated as a PFIC with respect to such holder for all succeeding years during which such holder holds Class A common shares, even if we ceased to meet the threshold requirements for PFIC status.

If we were a PFIC for any taxable year and any of our subsidiaries or other companies in which we owned or were treated as owning equity interests were also a PFIC (any such entity, a "Lower-Tier PFIC"), a U.S. Holder would be deemed to own a proportionate amount (by value) of the shares of each Lower-Tier PFIC and would be subject to U.S. federal income tax according to the rules described in the subsequent paragraph on (1) certain distributions by a Lower-Tier PFIC; and (2) dispositions of shares of Lower-Tier PFICs, in each case as if such holder held such shares directly, even though such holder will not have received the proceeds of those distributions or dispositions.

If we were a PFIC for any taxable year during which a U.S. Holder held any of our Class A common shares, such holder would generally be subject to adverse tax consequences. Generally, gain recognized upon a disposition (including, under certain circumstances, a pledge) of Class A common shares would be allocated ratably over a U.S. Holder's holding period for the Class A common shares. The amounts allocated to the taxable year of disposition and to years before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for that taxable year for individuals or corporations, as appropriate, and an interest charge would be imposed on the tax on such amount. Further, to the extent that any distribution received on a U.S. Holder's Class A common shares exceeded 125% of the average of the annual distributions on those shares during the preceding three years or such holder's holding period, whichever was shorter, that distribution would be subject to taxation in the same manner as gain, described immediately above.

Alternatively, if we were a PFIC and if the Class A common shares were "regularly traded" on a "qualified exchange," a U.S. Holder would be eligible to make a mark-to-market election that would result in tax treatment different from the general tax treatment for PFICs described above. The Nasdaq, on which the Class A common shares are listed, is a qualified exchange for this purpose. Once made, the election cannot be revoked without the consent of the IRS unless the shares cease to be marketable.

If a U.S. Holder makes the mark-to-market election, such holder will generally recognize as ordinary income any excess of the fair market value of such holder's Class A common shares at the end of each taxable year over their adjusted tax basis, and will recognize an ordinary loss in respect of any excess of the adjusted tax basis of the Class A common shares over their fair market value at the end of the taxable year (but only to the extent of the net amount of income previously included as a result of the mark-to-market election). If a U.S. Holder makes the election, such holder's tax basis in its Class A common shares will be adjusted to reflect these income or loss amounts. Any gain recognized on the sale or other disposition of Class A common shares in a year when we are a PFIC will be treated as ordinary income and any loss will be treated as an ordinary loss (but only to the extent of the net amount of income previously included as a result of the mark-to-market election). This election will not apply to any of our non-U.S. subsidiaries. Accordingly, a U.S. Holder may continue to be subject to tax under the PFIC excess distribution regime with respect to any Lower-tier PFIC notwithstanding a mark-to-market election for the Class A common shares.

In addition, if we were a PFIC for any taxable year in which we paid a dividend or for the prior taxable year, the preferential dividend rates discussed above with respect to dividends paid to certain non-corporate U.S. Holders would not apply.

If a company that is a PFIC provides certain information to U.S. Holders, a U.S. Holder can then avoid certain adverse tax consequences described above by making "qualified electing fund" election to be taxed currently on its proportionate share of the PFIC's ordinary income and net capital gains. However, because we do not intend to prepare or provide the information necessary for a U.S. Holder to make a qualified electing fund election, such election will not be available to U.S. Holders.

If a U.S. Holder owns Class A common shares during any year in which we are a PFIC, such holder must generally file annual reports containing such information as the U.S. Treasury may require on IRS Form 8621 (or any successor form) with respect to us, generally with such holder's federal income tax return for that year.

U.S. Holders should consult their tax advisers concerning our potential PFIC status and the potential application of the PFIC rules.

Information Reporting and Backup Withholding

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting, and may be subject to backup withholding, unless a U.S. Holder (1) is a corporation or other exempt recipient; or (2) in the case of backup withholding, provides a correct taxpayer identification number and certifies that such holder is not subject to backup withholding.

Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a refund or credit against such holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that the required information is timely furnished to the IRS. U.S. Holders should consult their tax advisers regarding the application of the U.S. information reporting and backup withholding rules.

Information with Respect to Foreign Financial Assets

Certain U.S. Holders who are individuals (and certain entities) may be required to report information on their U.S. federal income tax returns relating to an interest in our Class A common shares, subject to certain exceptions (including an exception for Class A common shares held in accounts maintained by certain U.S. financial institutions). U.S. Holders should consult their tax advisers regarding the effect, if any, of this requirement on their ownership and disposition of the Class A common shares.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We are subject to the informational requirements of the Exchange Act. Accordingly, we are required to file reports and other information with the SEC, including annual reports on Form 20-F and reports on Form 6-K. You may inspect and copy the reports and other information to be filed with the SEC at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies of the materials may be obtained from the Public Reference Room of the SEC at 100 F Street, N. Washington, D.C. 20549 at prescribed rates. The public may obtain information on the operation of the SEC's Public Reference Room by calling the SEC in the United States at 1-800-SEC-0330. In addition, the SEC maintains an Internet website at <https://www.sec.gov>, from which you can electronically access this annual report and the registration statement of which it forms a part and its materials.

I. Subsidiary Information

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks in the ordinary course of our business, including the effects of interest rate changes and foreign currency fluctuations. Information relating to quantitative and qualitative disclosures about these market risks is described below and in note 35 to our audited consolidated financial statements included elsewhere in this annual report.

We conducted a sensitivity analysis for market risks we considered relevant as of December 31, 2022, 2021 and 2020. For this analysis, we adopted the following three scenarios:

- Scenario I, which contemplates an increase in fixed interest rate yields, exchange coupon rates and inflation of one basis point, and an increase in the prices of shares and currencies of one percentage point;
- Scenario II, which contemplates 25% increases and decreases in fixed interest rate yields, exchange coupon rates and inflation, assuming the largest possible losses per scenario; and
- Scenario III, which contemplates 50% increases and decreases in pre-fixed interest rate yields, exchange coupon rates, inflation and interest rates, assuming the largest possible losses per scenario.

The below table sets forth the impact of each scenario on each market risk. It does not account for the risk protocols of our risk and treasury areas, which trigger risk mitigation measures as soon as losses are detected, minimizing the risk of significant losses:

Trading Portfolio		Exposures	As of December 31, 2022		
			Scenarios		
Risk Factors:		Risk of Variation in:	I	II	III
(R\$ millions)					
Pre-fixed	Pre-fixed interest rate in <i>reais</i>		—	(231)	(484)
Exchange coupons	Foreign currencies coupon rate		—	(5)	(10)
Foreign currencies	Exchange rates		(2)	23	(121)
Price indexes	Inflation coupon rates		—	(20)	(40)
Shares	Shares prices		(5)	(47)	(243)
Seed Money	Seed Money		(7)	(155)	(334)
			(14)	(448)	(1,232)

Trading Portfolio		Exposures	As of December 31, 2021		
			Scenarios		
Risk Factors:		Risk of Variation in:	I	II	III
(R\$ millions)					
Pre-fixed	Pre-fixed interest rate in <i>reais</i>		—	(111)	(205)
Exchange coupons	Foreign currencies coupon rate		—	(6)	(11)
Foreign currencies	Exchange rates		—	177	384
Price indexes	Inflation coupon rates		—	(53)	(104)
Shares	Shares prices		(1)	(132)	92
Seed Money	Seed Money		(6)	(155)	(310)
			(9)	(279)	(153)

Trading Portfolio		Exposures	As of December 31, 2020		
			Scenarios		
Risk Factors:		Risk of Variation in:	I	II	III
(R\$ millions)					
Pre-fixed	Pre-fixed interest rate in <i>reais</i>		0	(9)	(33)
Exchange coupons	Foreign currencies coupon rate		0	(6)	(11)
Foreign currencies	Exchange rates		(2)	(169)	(374)
Price indexes	Inflation coupon rates		0	(14)	(28)
Shares	Shares prices		(5)	(108)	(168)
			(8)	(306)	(615)

Currency Risk

We are subject to foreign currency risk as we hold interests in XP Holding International LLC, one of our international financial holding companies in the United States, XP Advisors Inc., our finance services consulting company in the United States, and XP Holding UK Ltd, one of our international financial holding companies in the United Kingdom, whose equity as of December 31, 2022 was US\$74.1 million (US\$52.9 million as of December 31, 2021), US\$5.7 million (US\$2.7 million as of December 31, 2021) and GBP7 million (GBP1.9 million as of December 31, 2021) respectively.

The foreign currency exposure risk of XP Holding International and XP Advisors Inc. is hedged with the objective of minimizing the volatility of our functional currency (the real) against the U.S. dollar arising from foreign investments offshore. The foreign currency exposure risk of XP Holding UK Ltd has not been hedged.

On June 24, 2021, we issued senior notes due 2026 in an aggregate principal amount of US\$750.0 million. The 3.250% notes due 2026 bear interest at the annual rate of 3.250%, payable semiannually in arrears on January 1 and July 1 of each year, which commenced on January 1, 2022. The 3.250% notes due 2026 are guaranteed by XP Investimentos S.A. and have been listed on the Singapore Exchange Securities Trading Limited since July 1, 2021. See "Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Indebtedness—3.250% Senior Notes due 2026."

On May 28, 2021, we entered into a credit agreement with Banco Nacional de México S.A. for a term loan in the amount of US\$295 million. This loan bears interest at the annual rate of 2.55%, payable annually in arrears on May 23, 2022, and matures on the same date. On May 2022, the loan agreement was rolled over for 1 year, amending the maturity to May 23, 2023. The loan is guaranteed by collateral securities. See "Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Indebtedness—Borrowings."

As of December 31, 2022, we had no indebtedness denominated in U.S. dollars other than our 3.250% notes due 2026 and the credit agreement with Banco Nacional de México.

Interest Rate Risk

Interest rate risk arises from the possibility that we incur in gains or losses arising from fluctuations in interest rates on our financial assets and liabilities. The following are the risk rates that we are exposed to: (1) SELIC rate; (2) IGP-M, the Brazilian general market price index (Índice Geral de Preços do Mercado); (3) IPCA, Brazilian national consumer price index (Índice Nacional de Preços ao Consumidor Amplo); (4) PRE, the Brazilian required reference equity index (Patrimônio de Referência Exigido); and (5) foreign exchange coupon.

We have floating interest rate indebtedness, so we are exposed to interest rate risk as a result of changes in the level of interest rates, and any increase in interest rates could negatively affect our results of operations and would increase the costs associated with financing our operations. As of December 31, 2022 and 2021, substantially all of our total indebtedness consisted of floating rate debt and was principally indexed to the CDI. Furthermore, our exposure to interest rate risk also applies to our cash and cash equivalents deposited in interest-bearing accounts which are indexed to the CDI, which can affect our results of operations and cash flows.

Price Risk

Price risk is the risk arising from price changes in investment fund portfolios and shares listed on the stock exchange held in our portfolio, which may affect profit or loss. Price risk is mitigated by our management through the diversification of our portfolio and/or through the use of derivatives contracts, such as options or futures. We believe we adopt conservative price risk limits in our risk budget.

Liquidity Risk

Liquidity risk relates to maintaining sufficient cash and securities through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. We have a liquidity risk management policy, which aims to ensure a minimum level of liquidity considered adequate by our management. This policy establishes actions to be taken in the event of liquidity contingencies, which are designed to reframe cash within required minimum liquidity limits. Our risk department is responsible for the structure and management of risks, and is under the supervision of the board of directors, for the avoidance of any conflicts of interest with departments requiring liquidity.

Liquidity risk control is based on forecasts of cash and assets with credit risk. The cash forecast relies on the free funds deposited by customers, while fund allocations can be classified according to their settlement or zero settlement periods. The stressed scenario models for delays in private credit assets and the extent to which possible stress would affect our liquidity conditions.

Credit Risk

Credit risk is the risk of suffering financial losses related to noncompliance by any of our clients and market counterparties with financial obligations, agreement devaluations as a result of the deterioration in the risk rating of borrowers, reduced gains or remuneration, and concessions granted in the renegotiation of financial arrangements and recovery costs, among others.

Credit risk includes, among other risks: (1) non-compliance by counterparties with obligations related to the settlement of transactions in financial assets, including derivative financial instruments; (2) losses related to non-compliance with financial obligations by borrowers located abroad, as a result of the actions taken by the government of the country in which they reside; (3) cash disbursements to honor warranties, co-obligations, credit commitments or other transactions of a similar nature; and (4) losses associated with non-compliance by intermediaries or borrowers with financial obligations pursuant to financing agreements.

In our credit operations, we use client investments as collateral to reduce potential losses and mitigate credit risk exposure by managing collateral so that they are always sufficient, legally enforceable (effective) and viable. We also monitor the value of the collateral. The credit risk management provides recommendations to set risk appetite strategies, to set limits, including exposure analysis and trends as well as the effectiveness of the credit policy. We believe our credit operations have high credit quality and we often use risk mitigation measures, primarily through client investments as collateral.

Our risk department is responsible for managing credit risk, ensuring compliance with our credit risk policy and established operating limits. Our credit policy is based on our internal scenario, including portfolio composition by security, issuer, rating, economic activity and duration of the portfolio, and on the external economic scenario, including interest rates and inflation, among others. The credit analysis department is also actively involved in this process and is responsible for assessing the credit risk of issues and issuers with which we maintain or intend to maintain credit relations. It also recommends limiting the credit risk positions of customers.

We use the National Scale Notes from the International Emission Risk Agencies to subdivide portfolios into High, Medium and Low Risk, based on an internal rating scale. Management undertakes credit quality analysis of assets that are not past due or reduced to recoverable value. For credit operations, we use the relevant client's investments under custody with us as collateral to reduce potential losses and protect against credit risk exposure, and we manage and monitor this collateral to ensure it remains sufficient, legally enforceable (effective) and viable. Our credit risk management operations allow us to formulate risk appetite strategies and establish limits, including exposure analysis and trends as well as the effectiveness of our credit policy. As of December 31, 2022 and 2021, such assets were substantially represented by credit operations and securities purchased under agreements to resell the counterparties, which include Brazilian banks with low credit risk, securities issued by the Brazilian government, as well as derivative financial instruments transactions, which are mostly traded on the B3.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three main types of risk: foreign exchange variation, interest rates and share prices. The aim of market risk management is to control exposure to market risks, within acceptable parameters, while optimizing returns. Market risk management for operations is carried out through policies, control procedures and prior identification of risks in new products and activities, with the purpose of maintaining market risk exposure at levels considered acceptable by us and to meet the business strategy and limits defined by the risk committee of XP Brazil.

The main tool used to measure and control our exposure risk to the market, mainly in relation to the trading assets portfolio, is the Maps Luna program, which calculates the capital allocation based on the exposure risk factors in the regulations issued by the Central Bank for financial institutions, which we apply to verify the risk exposure of our assets. In order to comply with the provisions of the Central Bank, our financial institutions monitor our exposure and calculate it on a daily basis, in accordance with CMN Resolution No. 4,557, and submit it daily to the Central Bank. With the formalized rules, the risk department of XP Brazil has the objective of controlling, monitoring an ensuring compliance with the pre-established limits, and may decline, in whole or in part, to receive and/or execute the requested transactions, upon immediate communication to customers, in addition to intervening in cases of non-compliance and reporting all unusual events to the committee.

In addition to aforementioned controls, we adopt guidelines to control the risk of the assets that mark treasury operations so that the portfolios of the participating companies are composed of assets that have low volatility and, consequently, less exposure to risk. In the event of non-compliance with the operational limits, the treasury manager can take the necessary measures to remedy this as quickly as possible.

Operating Risk

Operating risk is the risk of direct or indirect losses resulting from a variety of internal factors associated with our processes, personnel, technology and infrastructure, and with external factors, except for credit, market and liquidity risks, such as those deriving from legal and regulatory requirements and from generally accepted standards of business behavior. Operating risks arise from all of our operations. Our objective is to manage operating risk to avoid financial losses and damage to our reputation, and also to seek cost efficiency, avoiding control procedures that restrict initiatives and creativity.

The main responsibility for development and implementation of controls to deal with operating risks is attributed to key management within each business unit, and is supported by the development of our general standards for management of operating risks in the following areas: (1) requirements of segregation of functions, including independent authorization for transactions; (2) requirements of reconciliation and monitoring of transactions; (3) compliance with legal and regulatory requirements; (4) documentation of controls and procedures; (5) requirements of periodic assessment of the operating risks faced and the adequacy of the controls and procedures for dealing with the identified risks; (6) development of contingency plans; (7) professional training and development; and (8) ethical and business standards.

Our financial institutions, in compliance with the provisions of CMN Resolution No. 4,557, have a process that encompasses institutional policies, procedures, systems and contingency plans and business continuity for the occurrence of external events, in addition to formalizing the single structure required by the Central Bank.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**A. Debt Securities**

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Not applicable.

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**A. Defaults**

No matters to report.

B. Arrears and Delinquencies

No matters to report.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**A. Material Modifications to Instruments**

Not applicable.

B. Material Modifications to Rights

Not applicable.

C. Withdrawal or Substitution of Assets

Not applicable.

D. Change in Trustees or Paying Agents

Not applicable.

E. Use of Proceeds

On December 10, 2019, our registration Statement on Form F-1 (File No. 333-234719), as amended, was declared effective by the SEC for our initial public offering of our Class A common shares, pursuant to which we and certain of our selling shareholders offered and sold a total of 83,387,237 Class A common shares, par value \$0.00001 per share, at a public offering price of US\$27.00 per share. Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, XP Investments US, LLC and Itau USA Securities, Inc. acted as the representatives of the underwriters in our initial public offering. The offering began on December 10, 2019 and was completed on December 13, 2019.

We sold 42,553,192 Class A common shares and certain selling shareholders sold 40,834,045 Class A common shares, including 10,876,596 Class A common share purchased by the underwriters pursuant to their option to purchase additional shares, for an aggregate price of approximately \$2,251.5 million.

On July 1, 2020, our registration Statement on Form F-1 (File No. 333-239531) was declared effective by the SEC for a public offering of our Class A common share pursuant to which certain of our selling shareholders offered and sold a total of 22,465,733 Class A common shares, par value \$0.00001 per share, at a public offering price of US\$42.50 per share. XP Investimentos, Morgan Stanley, Goldman Sachs & Co. LLC and J.P. Morgan acted as Global Coordinators in the offering, and XP Investimentos, Morgan Stanley, Goldman Sachs & Co. LLC and J.P. Morgan, BofA Securities, Citigroup, Credit Suisse and UBS Investment Bank collectively acted as Joint Bookrunners of the offering. The offering began on July 1, 2020 and was completed on July 7, 2020.

Certain selling shareholders sold 22,465,733 Class A common shares, including 2,930,313 Class A common shares purchased by the underwriters pursuant to their option to purchase additional shares, for an aggregate price of approximately \$954.8 million.

On December 2, 2020, our registration Statement on Form F-1 (File No. 333-251025) was declared effective by the SEC for a public offering of our Class A common share pursuant to which we and certain of our selling shareholders offered and sold a total of 31,654,894 Class A common shares, par value \$0.00001 per share, at a public offering price of US\$39.00 per share. XP Investimentos, Itaú BBA, Morgan Stanley and J.P. Morgan acted as Global Coordinators and Joint Bookrunners of this offering.

We sold 7,130,435 Class A common shares and certain selling shareholders sold 24,524,459 Class A common shares, including 4,135,122 Class A common share purchased by the underwriters pursuant to their option to purchase additional shares, for an aggregate public offering price of approximately US\$1,395.8 million.

On August 24, 2021, our registration Statement on Form F-4 (File No. 333-257304) was declared effective by the SEC for a public offering of our Class A common shares in connection with the merger. On October 1, 2021, we consummated the merger of XPart with and into us, pursuant to which XPart ceased to exist. In connection with the merger, XPart shareholders received 225,796,528 Class A common shares issued by us, including in the form of BDRs, in the case of Brazilian or non-Brazilian residents. Our BDRs started trading at the B3 on October 4, 2021 under the symbol "XPBR31." See "Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders—It Unibanco Holding Transaction."

ITEM 15. CONTROLS AND PROCEDURES

A. Disclosure Controls and Procedures

We have evaluated, with the participation of our chief executive officer and chief financial officer, the effectiveness of our disclosure controls and procedures as of December 31, 2022. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2022 to provide reasonable assurance that material information is (1) recorded, processed, summarized and reported within the time periods specified in the applicable rules and forms and (2) accumulated and communicated to our management to allow timely decisions regarding required disclosures.

B. Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Internal control over financial reporting is a process designed by, or under the supervision of, our chief executive officer and chief financial officer and effected by our Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the International Financial Reporting Standards, or "IFRS" issued by the International Accounting Standards Board, or "IASB."

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatement. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2022. Using the criteria described in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, or "COSO."

Based on this assessment and those criteria, our management has concluded that our internal controls over financial reporting was effective as of December 31, 2022.

Additionally, the effectiveness of our internal control over financial reporting as of December 31, 2022 has been audited by PricewaterhouseCoopers Auditores Independentes Ltda., an independent registered public accounting firm, as stated in its report.

C. Attestation Report of the Registered Public Accounting Firm

Our independent registered public accounting firm, PwC – PricewaterhouseCoopers Auditores Independentes Ltda., has audited the effectiveness of our internal control over financial reporting, as stated in their report as of December 31, 2022, which is included herein.

D. Changes in Internal Control Over Financial Reporting

In connection with the evaluation required by the Rule 13a-15(f) of the Exchange Act, our management, chief executive officer and chief financial officer, concluded that the changes that occurred during the year ended December 31, 2022 were related to improvements in the internal control environment and have not materially affected, and are not reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [RESERVED]

ITEM 16A. Audit Committee Financial Expert

Our board of directors has determined that Guy Almeida Andrade is an audit committee financial expert, as that term is defined by the SEC, and is independent for the purposes of SEC and Nasdaq rules.

ITEM 16B. Code of Ethics

We have adopted a code of ethics that applies to all of our employees, officers and directors and posted the full text of our code of ethics on the investor relations section of our website, www.xpinc.com. We intend to disclose future amendments to our code of ethics, or any waivers of such code, on our website or in public filings. The information on our website is not incorporated by reference into this Annual Report on Form 20-F, and you should not consider information contained on our website to be a part of this Annual Report on Form 20-F.

ITEM 16C. Principal Accountant Fees and Services

The following table sets forth the fees billed to us by our independent registered public accounting firm during the years ended December 31, 2022 and 2021. Our independent registered public accounting firm was PricewaterhouseCoopers Auditores Independentes Ltda. for the years ended December 31, 2022, 2021 and 2020. The appointment of PricewaterhouseCoopers Auditores Independentes Ltda., as independent registered public accounting firm, was the result of a tender process completed in 2020 led by the audit committee of XP Brazil.

	2022	2021
	(in thousands of reais)	
Audit fees	6,464	6,653
Audit-related fees	639	767
Tax fees	—	—
All other fees	—	—
Total	7,103	7,419

Audit Fees

Audit fees are fees billed for professional services rendered by the principal accountant for the audit of the registrant’s annual combined financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years. It includes the audit of our financial statements, interim reviews and other services that generally only the independent accountant reasonably can provide, such as comfort letters, statutory audits, consents and assistance with and review of documents filed with the SEC.

Audit-Related Fees

Audit-related fees are fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and not reported under the previous category. These services would include, among others: accounting consultations and audits in connection with acquisitions, internal control reviews, attest services that are not required by statute or regulation and consultation concerning financial accounting and reporting standards.

Tax Fees

Tax fees are fees billed for professional services for tax compliance, tax advice and tax planning. There were no tax fees in 2022 or 2021.

All Other Fees

There were no other fees in 2022 or 2021.

Audit Committee Pre-Approval Policies and Procedures

In accordance with the requirements of the U.S. Sarbanes-Oxley Act of 2002 and rules issued by the Securities and Exchange Commission, in connection with the establishment of our audit committee (which was undertaken as a result of our initial public offering in December 2019), we introduced a procedure for the review and pre-approval of any services performed by PricewaterhouseCoopers Auditores Independentes Ltda., including audit services, audit-related services, tax services and other services. The procedure requires that all proposed engagements of PricewaterhouseCoopers Auditores Independentes Ltda. for audit and permitted non-audit services are submitted to the audit committee for approval prior to the beginning of any such services.

ITEM 16D. Exemptions from the Listing Standards for Audit Committees

See "Item 6. Directors, Senior Management and Employees—C. Board practices—Foreign Private Issuer Status."

ITEM 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Share Repurchase Program

On May 11, 2022, we announced that our board of directors approved a share repurchase program, which was amended on November 8, 2022. Under the repurchase program, we may repurchase up to the amount in dollars equivalent to R\$2.0 billion of our outstanding Class A common shares in the open market (up to R\$1.0 billion approved in May and another R\$1.0 billion increase approved in November), based on prevailing market prices, or in privately negotiated transactions, over a period beginning on May 12, 2022 continuing until the earlier of the completion of the repurchase or May 12, 2023, depending upon market conditions. Our board of directors will review the repurchase program periodically and may authorize adjustments to its terms and size or suspend or discontinue the repurchase program. We expect to use our existing cash to fund repurchases made under the repurchase program.

Our board of directors authorized management to appoint a broker for the repurchase program of our Class A common shares on our behalf in the open market. Such purchases may benefit from the safe harbors provided by Rule 10b-18 and/or Rule 10b5-1, under the Exchange Act. The actual timing, number and value of shares repurchased under the repurchase program are dependent on several factors, including constraints specified in the Rule 10b-18, price, general business and market conditions, and alternative investment opportunities. The repurchase program does not obligate us to acquire any specific number of shares in any period, and may be expanded, extended, modified or discontinued at any time.

From May 12 to December 31, 2022, we repurchased 18,476,359 common shares at an average price of approximately US\$24.03 per share (excluding broker and transaction fees). The following table provides information about purchases by us during fiscal year 2022 of our outstanding Class A common shares:

Period ⁸⁰	Total Number of Shares (or BDRs) Purchased ⁽¹⁾	Average Price Paid per Share (or BDR) ⁽²⁾	Total Number of Shares (or BDRs) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or BDRs) that May Yet Be Purchased Under the Plans or Programs
May 12, 2022 – May 31, 2022	448,653	20.93	448,653	182,266,109
June 1, 2022 – June 30, 2022	1,869,488	21.59	813,180	165,827,744
July 1, 2022 – July 31, 2022	850,427	18.42	850,427	150,161,019
August 1, 2022 – August 31, 2022	842,767	21.38	842,767	132,140,278
September 1, 2022 – September 30, 2022	854,064	19.27	854,064	115,682,212
October 1, 2022 – October 31, 2022	881,894	18.67	881,894	99,219,540
November 1, 2022 – November 30, 2022	9,626,898	18.97	4,126,898	213,290,842
December 1, 2022 – December 31, 2022	3,102,168	15.56	3,102,168	165,030,509
January 1, 2023 – January 31, 2023	2,830,548	16.24	2,830,548	119,049,421
February 1, 2023 – February 28, 2023	3,443,369	14.71	3,443,369	68,386,505
March 1, 2023 – March 31, 2023	6,843,224	11.63	6,843,224	—
April 1, 2023 – April 30, 2023	—	—	—	—
Total	31,593,500	16.57	25,037,192	—

(1) On November 8, 2022, our board of directors authorized the increase of size of our repurchase plan, from \$1.0 billion to R\$2.0 billion in dollars equivalent.
 (2) The average price paid per share excludes broker and transaction fees.

On April 5, 2023, our board of directors Company's Board of Directors approved the cancellation of 31,267,095 Class A common shares (5.6% of total shares) held in our treasury accounts. As a result, our total shares outstanding have been reduced from 560,534,012 to 529,266,917 as of April 5, 2023.

ITEM 16F. Change in Registrant's Certifying Accountant

None.

ITEM 16G. Corporate Governance

Foreign Private Issuer Status

Nasdaq listing rules include certain accommodations in the corporate governance requirements that allow foreign private issuers, such as us, to follow "home country" corporate governance practices in lieu of the otherwise applicable corporate governance standards of Nasdaq. The application of such exceptions requires that we disclose each Nasdaq corporate governance standard that we do not follow and describe the Cayman Islands corporate governance practices we do follow in lieu of the relevant Nasdaq corporate governance standard. We currently follow Cayman Islands corporate governance practices in lieu of the corporate governance requirements of Nasdaq in respect of the following:

- the majority independent director requirement under Section 5605(b)(1) of Nasdaq listing rules;
- the requirement under Section 5605(c)(2)(A) of Nasdaq listing notes that the audit committee must be comprised of at least three members;
- the requirement under Section 5605(d) of Nasdaq listing rules that a compensation committee comprised solely of independent directors governed by a compensation committee charter oversee executive compensation;
- the requirement under Section 5605(e) of Nasdaq listing rules that director nominees be selected or recommended for selection by either a majority of the independent directors or a nominations committee comprised solely of independent directors;
- the requirement under Section 5635 of Nasdaq listing rules, which requires an issuer to obtain shareholder approval prior to an issuance of securities (in certain circumstances) in connection with certain events, including: (i) the acquisition of the stock or assets of another company; (ii) equity-based compensation of officers, directors, employees or consultants; (iii) a change of control; and (iv) private placements. Cayman Islands law does not require shareholder approval prior to an issuance of securities to the extent the securities are authorized; and
- the requirement under Section 5605(b)(2) of Nasdaq listing rules that the independent directors have regularly scheduled meetings with only the independent directors present.

Cayman Islands law does not impose a requirement that the board consist of a majority of independent directors or that such independent directors meet regularly without other members present. Nor does Cayman Islands law impose specific requirements on the establishment of a compensation committee or nominating committee or nominating process.

Principal Differences between Cayman Islands and U.S. Corporate Law

The Companies Act was modelled originally after similar laws in England and Wales but does not follow subsequent statutory enactments in England and Wales. In addition, the Companies Act differs from laws applicable to U.S. corporations and their shareholders. Set forth below is a summary of the significant differences between the provisions of the Companies Act applicable to XP and the laws applicable to companies incorporated in the United States and their shareholders.

Mergers and Similar Arrangements

The Companies Act permits mergers and consolidations between Cayman Islands companies and between Cayman Islands companies and non-Cayman Island companies.

For these purposes, (1) "merger" means the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company and (2) a "consolidation" means the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies in the consolidated company. In order to effect such a merger or consolidation, the directors of each constituent company must approve a written plan of merger or consolidation, which must then be authorized by (a) a special resolution of the shareholders of each constituent company; and (b) such other authorization, if any, as may be specified in such constituent company's articles of association. The plan must be approved by the directors of each constituent company and filed with the Registrar of Companies, together with a declaration as to (i) the solvency of the consolidated or surviving company; (ii) the merger or consolidation is bona fide and not intended to defraud unsecured creditors of the constituent companies; (iii) no petition or other similar proceeding has been filed and remains outstanding and no order or resolution to wind up the company in any jurisdiction; (iv) no receiver, trustee, administrator or similar person has been appointed in any jurisdiction and is acting in respect of the constituent company, its affairs or property; (v) no scheme, order, compromise or similar arrangement has been entered into or made in any jurisdiction with creditors; (vi) a list of the assets and liabilities of each constituent company; (vii) the non-surviving constituent company has retired from any fiduciary office held or will do so; (viii) that the constituent company has complied with any requirements under the regulatory laws, where relevant; and (ix) an undertaking that a copy of the certificate of merger or consolidation will be given to the members and creditors of each constituent company and published in the Cayman Islands Gazette.

Dissenting shareholders have the right to be paid the fair value of their shares (which, if not agreed between the parties, may be determined by the Cayman Islands' court) if they follow the required procedures, subject to certain exceptions. Court approval is not required for a merger or consolidation which is effected in compliance with these statutory procedures.

In addition, there are statutory provisions that facilitate the reconstruction and amalgamation of companies, provided that the arrangement in question is approved by shareholders representing three-fourths in value of each class of shareholders with whom the arrangement is to be made and by a majority in number of each class of creditors with whom the arrangement is to be made, and who must in addition represent three-fourths in value of each such class of creditors, as the case may be, that are present and voting either in person or by proxy at a meeting, or meetings convened for that purpose. The convening of the meetings and subsequently the arrangement must be sanctioned by the Grand Court of the Cayman Islands. While a dissenting shareholder would have the right to express to the court the view that the transaction should not be approved, the court can be expected to approve the arrangement if it satisfies itself that:

- XP is not proposing to act illegally or ultra vires and the statutory provisions as to majority vote have been complied with;
- the shareholders have been fairly represented at the meeting in question;
- the arrangement is such that may be reasonably approved by an intelligent and honest man of that class acting in respect of his interest; and
- the arrangement is not one that would more properly be sanctioned under some other provision of the Companies Act or that would amount to a "fraud on the minority."

When a takeover offer is made and accepted by holders of 90.0% in value of the shares affected within four months, the offeror may, within a two-month period, require the holders of the remaining shares to transfer such shares on the terms of the offer. An objection may be made to the Grand Court of the Cayman Islands but is unlikely to succeed unless there is evidence of fraud, bad faith or collusion.

If the arrangement and reconstruction are thus approved, any dissenting shareholders would have no rights comparable to appraisal rights, which might otherwise ordinarily be available to dissenting shareholders of U.S. corporations and allow such dissenting shareholders to receive payment in cash for the judicially determined value of their shares.

Shareholders' Suits

Class actions are not recognized in the Cayman Islands, but groups of shareholders with identical interests may bring representative proceedings, which are similar. However, a class action suit could nonetheless be brought in a U.S. court pursuant to an alleged violation of U.S. securities laws and regulations.

In principle, XP itself would normally be the proper plaintiff and, as a general rule, while a derivative action may be initiated by a minority shareholder on behalf of XP in a Cayman Islands court, such shareholder will not be able to continue those proceedings without the permission of a Grand Court judge, who will only allow the action to continue if the shareholder can demonstrate that XP has a good case against the Defendant, and that it is proper for the shareholder to continue the action rather than the Company's board of directors. Examples of circumstances in which derivative actions would be permitted to continue are where:

- a company is acting or proposing to act illegally or beyond the scope of its authority;
- the act complained of, although not beyond the scope of its authority, could be effected duly if authorized by more than a simple majority vote that has not been obtained; and
- those who control the company are perpetrating a "fraud on the minority."

Corporate Governance

Cayman Islands law restricts transactions between a company and its directors unless there are provisions in the Articles of Association which provide a mechanism to alleviate possible conflicts of interest. Additionally, Cayman Islands law imposes on directors duties of care and skill and fiduciary duties to the companies which they serve. Under XP's Articles of Association, a director must disclose the nature and extent of his interest in any contract or arrangement, and following such disclosure and subject to any separate requirement under applicable law or the listing rules of the Nasdaq, and unless disqualified by the chairman of the relevant meeting, the interested director may vote in respect of any transaction or arrangement in which he or she is interested. The interested director shall be counted in the quorum at such meeting and the resolution may be passed by a majority of the directors present at the meeting. Subject to the foregoing and our Memorandum and Articles of Association, our directors may exercise all the powers of XP to vote compensation to themselves or any member of their body in the absence of an independent quorum.

As a foreign private issuer, we are permitted to follow home country practice in lieu of certain Nasdaq corporate governance rules, subject to certain requirements. We currently rely, and will continue to rely, on the foreign private issuer exemption with respect to the following rules:

- Nasdaq Rule 5605(b), which requires that independent directors comprise a majority of a company's board of directors. As allowed by the laws of the Cayman Islands, independent directors do not comprise a majority of our board of directors.
- Nasdaq Rule 5605(e)(1), which requires that a company have a nominations committee comprised solely of "independent directors" as defined by Nasdaq. As allowed by the laws of the Cayman Islands, we do not have a nominations committee nor do we have any current intention to establish one.
- Nasdaq Rule 5605(d) & (e), which require that compensation for our executive officers and selection of our director nominees be determined by a majority of independent directors. As allowed by the laws of the Cayman Islands, we do not have a nomination and corporate governance committee nor do we have any current intention to establish one.

Borrowing Powers

XP's directors may exercise all the powers of XP to borrow money and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of XP or of any third party. Such powers may be varied by a special resolution of shareholders (requiring a two-thirds majority vote of those shareholders attending and voting at a quorate meeting).

Indemnification of Directors and Executive Officers and Limitation of Liability

The Companies Act does not limit the extent to which a company's articles of association may provide for indemnification of directors and officers, except to the extent that it may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. XP's Articles of Association provide that we shall indemnify and hold harmless our directors and officers against all actions, proceedings, costs, charges, expenses, losses, damages, liabilities, judgments, fines, settlements and other amounts incurred or sustained by such directors or officers, other than by reason of such person's dishonesty, willful default or fraud, in or about the conduct of our company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such director or officer in defending (whether successfully or otherwise) any civil, criminal or other proceedings concerning XP or our affairs in any court whether in the Cayman Islands or elsewhere. This standard of conduct is generally the same as permitted under the Delaware General Corporation Law for a Delaware corporation.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to XP's directors, officers or persons controlling the Company under the foregoing provisions, we have been informed that, in the opinion of the SEC, this indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Directors' Fiduciary Duties

As a matter of Cayman Islands law, a director of a Cayman Islands company is in the position of a fiduciary with respect to the company. Accordingly, directors owe fiduciary duties to their companies to act bona fide in what they consider to be the best interests of the company, to exercise their powers for the purposes for which they are conferred and not to place themselves in a position where there is a conflict between their personal interests and their duty to the company. Accordingly, a director owes a company a duty not to make a profit based on his or her position as director (unless the company permits him or her to do so) and a duty not to put himself or herself in a position where the interests of the company conflict with his or her personal interest or his or her duty to a third party. However, this obligation may be varied by the company's articles of association, which may permit a director to vote on a matter in which he has a personal interest provided that he has disclosed that nature of his interest to the board of directors. XP's Articles of Association provides that a director must disclose the nature and extent of his or her interest in any contract or arrangement, and following such disclosure and subject to any separate requirement under applicable law or the listing rules of the Nasdaq, and unless disqualified by the chairman of the relevant meeting, such director may vote in respect of any transaction or arrangement in which he or she is interested and may be counted in the quorum at the meeting.

A director of a Cayman Islands company also owes to the company duties to exercise independent judgment in carrying out his functions and to exercise reasonable skill, care and diligence, which has both objective and subjective elements. Recent Cayman Islands case law confirmed that directors must exercise the care, skill and diligence that would be exercised by a reasonably diligent person having the general knowledge, skill and experience reasonably to be expected of a person acting as a director. Additionally, a director must exercise the knowledge, skill and experience which he or she actually possesses.

A general notice may be given to the board of directors to the effect that (1) the director is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or (2) he or she is to be regarded as interested in any contract or arrangement which may after the date of the notice to the board of directors be made with a specified person who is connected with him or her, will be deemed sufficient declaration of interest. This notice shall specify the nature of the interest in question. Following the disclosure being made pursuant to XP's Articles of Association and subject to any separate requirement under applicable law or the listing rules of the Nasdaq, and unless disqualified by the chairman of the relevant meeting, a director may vote in respect of any transaction or arrangement in which he or she is interested and may be counted in the quorum at the meeting.

In comparison, under Delaware corporate law, a director of a Delaware corporation has a fiduciary duty to the corporation and its shareholders. This duty has two components: the duty of care and the duty of loyalty. The duty of care requires that a director act in good faith, with the care that an ordinarily prudent person would exercise under similar circumstances. Under this duty, a director must inform himself or herself of, and disclose to shareholders, all material information reasonably available regarding a significant transaction. The duty of loyalty requires that a director act in a manner he or she reasonably believes to be in the best interests of the corporation. He or she must not use his or her corporate position for personal gain or advantage. This duty prohibits self-dealing by a director and mandates that the best interest of the corporation and its shareholders take precedence over any interest possessed by a director, officer or controlling shareholder and not shared by the shareholders generally. In general, actions of a director are presumed to have been made on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the corporation. However, this presumption may be rebutted by evidence of a breach of one of the fiduciary duties. Should such evidence be presented concerning a transaction by a director, a director must prove the procedural fairness of the transaction, and that the transaction was of fair value to the corporation.

Shareholder Proposals

Under the Delaware General Corporation Law, a shareholder has the right to put any proposal before the annual meeting of shareholders, provided it complies with the notice provisions in the governing documents. The Delaware General Corporation Law does not provide shareholders an express right to put any proposal before the annual meeting of shareholders, but Delaware corporations generally afford shareholders an opportunity to make proposals and nominations provided that they comply with the notice provisions in the certificate of incorporation or bylaws. A special meeting may be called by the board of directors or any other person authorized to do so in the governing documents, but shareholders may be precluded from calling special meetings.

The Companies Act provides shareholders with only limited rights to requisition a general meeting, and does not provide shareholders with any right to put any proposal before a general meeting. However, these rights may be provided in a company's articles of association. XP's Articles of Association provide that upon the requisition of one or more shareholders representing not less than one-third of the voting rights entitled to vote at general meetings, the board will convene an extraordinary general meeting and put the resolutions so requisitioned to a vote at such meeting. The Articles of Association provide no other right to put any proposals before annual general meetings or extraordinary general meetings.

Cumulative Voting

Under the Delaware General Corporation Law, cumulative voting for elections of directors is not permitted unless the corporation's certificate of incorporation specifically provides for it. Cumulative voting potentially facilitates the representation of minority shareholders on a board of directors since it permits the minority shareholder to cast all the votes to which the shareholder is entitled on a single director, which increases the shareholder's voting power with respect to electing such director. As permitted under Cayman Islands law, XP's Articles of Association do not provide for cumulative voting. As a result, the shareholders of XP are not afforded any less protections or rights on this issue than shareholders of a Delaware corporation.

Removal of Directors

The office of a director shall be vacated automatically if, among other things, he or she (1) becomes prohibited by law from being a director; (2) becomes bankrupt or makes an arrangement or composition with his creditors; (3) dies or is in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as director; (4) resigns his office by notice to us; or (5) has for more than six months been absent without permission of the directors from meetings of the board of directors held during that period, and the remaining directors resolve that his/her office be vacated.

Transaction with Interested Shareholders

The Delaware General Corporation Law provides that; unless the corporation has specifically elected not to be governed by this statute, it is prohibited from engaging in certain business combinations with an "interested shareholder" for three years following the date that this person becomes an interested shareholder. An interested shareholder generally is a person or a group who or which owns or owned 15% or more of the target's outstanding voting shares or who or which is an affiliate or associate of the corporation and owned 15% or more of the corporation's outstanding voting shares within the past three years. This has the effect of limiting the ability of a potential acquirer to make a two-tiered bid for the target in which all shareholders would not be treated equally. The statute does not apply if, among other things, prior to the date on which the shareholder becomes an interested shareholder, the board of directors approves either the business combination or the transaction which resulted in the person becoming an interested shareholder. This encourages any potential acquirer of a Delaware corporation to negotiate the terms of any acquisition transaction with the target's board of directors.

Cayman Islands law has no comparable statute. As a result, XP cannot avail itself of the types of protections afforded by the Delaware business combination statute. However, although Cayman Islands law does not regulate transactions between a company and its significant shareholders, it does provide that the board of directors owe duties to ensure that these transactions are entered into bona fide in the best interests of the company and for a proper corporate purpose and, as noted above, a transaction may be subject to challenge if it has the effect of constituting a fraud on the minority shareholders.

Dissolution; Winding Up

Under the Delaware General Corporation Law, unless the board of directors approves the proposal to dissolve, dissolution must be approved by shareholders holding 100% of the total voting power of the corporation. If the dissolution is initiated by the board of directors it may be approved by a simple majority of the corporation's outstanding shares. Delaware law allows a Delaware corporation to include in its certificate of incorporation a supermajority voting requirement in connection with dissolutions initiated by the board. Under Cayman Islands law, a company may be wound up by either an order of the courts of the Cayman Islands or by a special resolution of its members or, if the company resolves by ordinary resolution that it be wound up because it is unable to pay its debts as they fall due. The court has authority to order winding up in a number of specified circumstances including where it is, in the opinion of the court, just and equitable to do so.

Under the Companies Act, XP may be dissolved, liquidated or wound up by a special resolution of shareholders (requiring a two-thirds majority vote of those shareholders attending and voting at a quorate meeting). XP's Articles of Association also give its board of directors authority to petition the Cayman Islands Court to wind up XP.

Variation of Rights of Shares

Under the Delaware General Corporation Law, a corporation may vary the rights of a class of shares with the approval of a majority of the outstanding shares of that class, unless the certificate of incorporation provides otherwise. Under XP's Articles of Association, if the share capital is divided into more than one class of shares, the rights attached to any class may only be varied with the written consent of the holders of two-thirds of the shares of that class or the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

Also, except with respect to share capital (as described above), alterations to XP's Articles of Association may only be made by special resolution of shareholders (requiring a two-thirds majority vote of those shareholders attending and voting at a quorate meeting).

Amendment of Governing Documents

Under the Delaware General Corporation Law, a corporation's certificate of incorporation may be amended only if adopted and declared advisable by the board of directors and approved by a majority of the outstanding shares entitled to vote, and the bylaws may be amended with the approval of a majority of the outstanding shares entitled to vote and may, if so provided in the certificate of incorporation, also be amended by the board of directors. Under Cayman Islands law, XP's Articles of Association generally (and save for certain amendments to share capital described in this section) may only be amended by special resolution of shareholders (requiring a two-thirds majority vote of those shareholders attending and voting at a quorate meeting).

Rights of Non-Resident or Foreign Shareholders

There are no limitations imposed by XP's Articles of Association on the rights of non-resident or foreign shareholders to hold or exercise voting rights on XP's shares. In addition, there are no provisions in the Articles of Association governing the ownership threshold above which shareholder ownership must be disclosed.

ITEM 16H. Mine Safety Disclosure

Not applicable.

ITEM 16I. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections

Not applicable.

ITEM 17. FINANCIAL STATEMENTS

We have responded to Item 18 in lieu of this item.

ITEM 18. FINANCIAL STATEMENTS

Financial Statements are filed as part of this annual report, see pages **F-1** to **F-80** to this annual report.

ITEM 19. EXHIBITS

The following documents are filed as part of this annual report:

Exhibit No.	Exhibit
2.1*	Description of Securities registered under Section 12 of the Exchange Act.
3.1*	Second Amended and Restated Memorandum and Articles of Association of XP Inc.
4.1**	Amended and Restated Registration Rights Agreement, dated as of October 1, 2021, among XP Inc., XP Controle Participações S.A., General Atlantic (XP) Bermuda, L.P., Itaú Unibanco Holding S.A., IUPAR - Itaú Unibanco Participações S.A. and Itaúsa S.A. (incorporated herein by reference to Exhibit 4.1 to the Company's Annual Report on Form 20-F (File No. 001-39155) filed with the SEC on April 13, 2022). ⁸²
8.1*	List of subsidiaries.
10.1**	Form of indemnification agreement (incorporated herein by reference to Exhibit 10.1 to Amendment No. 2 to the Company's Registration Statement on Form F-1 (File No. 333-234719) filed with the SEC on December 2, 2019).
12.1*	Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002 of the Chief Executive Officer
12.2*	Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002 of the Chief Financial Officer
13.1*	Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Executive Officer
13.2*	Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Financial Officer
14.1**	English translation of the Code of Ethics of XP (incorporated herein by reference to Exhibit 14.1 Amendment No. 2 to the Company's Registration Statement on Form F-1 (File No. 333-234719) filed with the SEC on December 2, 2019).
23.1*	Consent of PricewaterhouseCoopers Auditores Independentes Ltda.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** Previously filed.

The following is a glossary of certain industry and other defined terms used in this annual report:

"active clients" means the total number of retail clients served through our XP Investimentos, Rico, Clear, XP Investments and XP Private (Europe) brands, with an Client Assets above R\$100.00 or that have transacted at least once in the last thirty days. For purposes of calculating this metric, if a client holds an account in more than one of the aforementioned entities, such client will be counted as one "active client" for each such account. For example, if a client holds an account in each of XP Investimentos and Rico, such client will count as two "active clients" for purposes of this metric.

"active suppliers" means all of the suppliers that currently provide some type of service to XP group.

"ANBIMA" means the Brazilian Association of Financial and Capital Markets Entities (*Associação Brasileira das Entidades dos Mercados Financeiro e de Capitais*).

"AUM" is the market value of retail client assets invested in mutual, hedge, private equity and retirement plans managed by XP Gestão de Recursos Ltda., XP PE Gestão de Recursos Ltda., XP Allocation Asset Management Ltda. and XP Vista Asset Management Ltda., as well as assets from high net worth retail clients allocated in managed portfolios and exclusive funds managed by XP Advisory Gestão Recursos Ltda.

"Brazil" means the Federative Republic of Brazil.

"Brazilian government" means the federal government of Brazil.

"B3" means B3 S.A. – *Brasil, Bolsa, Balcão*, the São Paulo Stock Exchange.

"CAC" means customer acquisition cost, which we calculate by dividing all the costs spent on acquiring more clients by the number of clients acquired in the period the money was spent.

"CDI Rate" means the Brazilian interbank deposit (*certificado de depósito interbancário*) rate, which is an average of interbank overnight rates in Brazil.

"Central Bank" means the Brazilian Central Bank (*Banco Central do Brasil*).

"Client Assets" means the market value of all client assets invested through XP's platform, including equities, fixed income securities, mutual, hedge and private equity funds (including those managed by XP Gestão de Recursos Ltda., XP Advisory Gestão Recursos Ltda., XP PE Gestão de Recursos Ltda., XP Allocation Asset Management Ltda. and XP Vista Asset Management Ltda., as well as by third-party asset managers), retirement plans (including those from XP Vida e Previdência S.A., as well as by third-party insurance companies), exchange-traded funds, COEs (Structured Notes), REITs (real estate investment funds), and uninvested cash balances (Float Balances), among others.

"CMN" means the Brazilian National Monetary Council (*Conselho Monetário Nacional*).

"COPOM" means the Brazilian Monetary Policy Committee (*Comitê de Política Monetária do Banco Central*).

"CVM" means the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*).

"IFAs" means Independent Financial Agents (*Agente Autônomo de Investimento*) subject to CVM Resolution No. 16.

"Itaú Transaction" means the transaction with Itaú Unibanco S.A. which was consummated in August 2018 and pursuant to which Itaú Unibanco S.A. acquired 49.9% of the share capital of XP Brazil.

"LTV" means the lifetime value of our retail clients, which is the present value of the projected gross margin that a marginal new client would generate over a certain period of time. We calculate LTV based on the following key assumptions: (1) 11.1% per annum as the discount rate; (2) a 10-year fixed projection period; and (3) the average churn observed in the last 12 months' monthly cohorts of clients.

"potential clients" are all individuals or commercial clients that sign up for an account with XP Investimentos, Rico, Clear, XP Investments or XP Private (Europe).

"net new money" means, during a given period, the sum of (1) the total cash sent by clients to XP; (2) total assets transferred by clients from other platforms to XP, net of (3) cash withdrawals by clients from XP; and (4) assets transferred by clients from XP to other platforms.

"real," "reais" or "R\$" means the Brazilian real, the official currency of Brazil.

"SELIC rate" means the Brazilian base interest rate (*Sistema Especial de Liquidação e Custódia*).

"Shareholders' Agreement" means the shareholders' agreement entered into on November 29, 2019 among XP Control, GA Bermuda, Itaú, Itaú Unibanco S.A., São Marc São Carlos, ITB Holding Brasil Participações Ltda., XP Inc., XP Brazil and the companies that we control that are incorporated in Brazil, as amended from time to time.

"share of wallet" means Client Assets of a given client at XP, divided by the declared net worth of such client invested in financial products and services (shown as a percentage).

"U.S. dollar," "U.S. dollars" or "US\$" means U.S. dollars, the official currency of the United States.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

XP Inc.

April 26, 2023

By: /s/ Thiago Maffra

Name: Thiago Maffra

Title: CEO

By: /s/ Bruno Constantino Alexandre dos Santos

Name: Bruno Constantino Alexandre dos Santos

Title: CFO

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of XP Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of XP Inc. and its subsidiaries (the "Company") as of December 31, 2022 and 2021, and the related consolidated statements of income and of comprehensive income, of changes in equity and of cash flows for each of the three years in the period ended December 31, 2022, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control Over Financial Reporting appearing under Item 15B. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue from brokerage commission and management fees

As described in Notes 3 (xxii.1) and 28(a) to the consolidated financial statements, R\$ 3.6 billion of the Company's total revenues for the year ended December 31, 2022 was generated from brokerage commission and management fees. These revenues are generally calculated as percentage of the volume traded on the Company's platform and vary based on the type and size of the instruments traded. As disclosed by management, brokerage commission is recognized at a point in time as the performed obligation is satisfied and management fees are recognized over the period of time when the performance obligation is delivered.

The principal considerations for our determination that performing procedures relating to brokerage commission and management fees is a critical audit matter are that there was significant audit effort necessary in performing procedures and evaluating evidence related to these revenue types, which are calculated based on the instrument being traded, volume of the instrument being traded, and the client's fee schedule and when the performance obligations are met.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the completeness and accuracy of brokerage commission and management fees revenue recognition. These procedures also included, among others, testing a sample of revenue transactions by agreeing the details of the trade to underlying documentation, agreeing commissions fees charged to the fee schedule based on the trade details, assessing when the performance obligations are met, and calculating, as applicable, the brokerage commission and management fees.

/s/ PricewaterhouseCoopers Auditores Independentes Ltda.
São Paulo, Brazil
April 26, 2023

We have served as the Company's auditor since 2019.

	Note	2022	2021
Cash		3,553,126	2,485,641
Financial assets		177,681,987	127,745,263
Fair value through profit or loss		96,730,159	69,123,669
Securities	7	87,513,004	58,179,955
Derivative financial instruments	8	9,217,155	10,943,714
Fair value through other comprehensive income		34,478,668	32,332,377
Securities	7	34,478,668	32,332,377
Evaluated at amortized cost		46,473,160	26,289,217
Securities	7	9,272,103	2,238,807
Securities purchased under agreements to resell	6	7,603,820	8,894,531
Securities trading and intermediation	18	3,271,000	1,405,651
Accounts receivable	11	597,887	469,086
Loan operations	10	22,211,161	12,819,627
Other financial assets	20	3,517,189	461,515
Other assets		5,760,811	4,688,125
Recoverable taxes	12	163,248	153,316
Rights-of-use assets	16	258,491	284,509
Prepaid expenses	13	4,240,107	3,982,750
Other		1,098,965	267,550
Deferred tax assets	24	1,611,882	1,273,069
Investments in associates and joint ventures	15	2,271,731	2,013,365
Property and equipment	16	310,894	313,964
Goodwill and Intangible assets	16	844,182	820,975
Total assets		192,034,613	139,340,402

The accompanying notes are an integral part of these consolidated financial statements.

XP Inc. and its subsidiaries

Consolidated balance sheets at December 31

In thousands of Brazilian Reals



	Note	2022	2021
Financial liabilities		127,708,578	91,358,151
Fair value through profit or loss		22,134,674	14,573,385
Securities	7	13,529,265	2,665,202
Derivative financial instruments	8	8,605,409	11,908,183
Evaluated at amortized cost		105,573,904	76,784,766
Securities sold under repurchase agreements	6	31,790,091	26,281,345
Securities trading and intermediation	18	16,062,697	15,597,555
Financing instruments payable	17	43,683,629	24,429,086
Accounts payables		617,394	867,526
Borrowings	19	1,865,880	1,928,782
Other financial liabilities	20	11,554,213	7,680,472
Other liabilities		47,172,782	33,533,688
Social and statutory obligations	21	968,119	1,022,212
Taxes and social security obligations	22	365,419	549,651
Retirement plans liabilities	23	45,733,815	31,921,400
Provisions and contingent liabilities	27	43,541	29,308
Other		61,888	11,117
Deferred tax liabilities	24	111,043	28,934
Total liabilities		174,992,403	124,920,773
Equity attributable to owners of the Parent company		17,035,735	14,416,836
Issued capital		24	23
Capital reserve		19,156,382	14,923,315
Other comprehensive income		(133,909)	(334,563)
Treasury shares		(1,986,762)	(171,939)
Non-controlling interest		6,475	2,793
Total equity	25	17,042,210	14,419,629
Total liabilities and equity		192,034,613	139,340,402

The accompanying notes are an integral part of these consolidated financial statements.

XP Inc. and its subsidiaries

Consolidated statements of income and of comprehensive income for the years ended December 31
In thousands of Brazilian Reais, except earnings per share



	Note	2022	2021	2020
Net revenue from services rendered	28	5,940,456	6,196,465	5,016,488
Net income (loss) from financial instruments at amortized cost and at fair value through other comprehensive income	28	1,145,395	(1,559,464)	183,393
Net income from financial instruments at fair value through profit or loss	28	6,261,539	7,440,111	2,951,724
Total revenue and income		13,347,390	12,077,112	8,151,605
Operating costs	29	(3,871,096)	(3,430,109)	(2,645,359)
Selling expenses	30	(138,722)	(227,483)	(134,915)
Administrative expenses	30	(5,641,233)	(4,692,698)	(3,013,598)
Other operating income (expenses), net	31	256,944	324,354	171,053
Expected credit losses	14	(94,159)	(92,560)	(55,564)
Interest expense on debt		(402,303)	(135,732)	(52,671)
Share of profit or (loss) in joint ventures and associates	15	(12,165)	(7,710)	862
Income before income tax		3,444,656	3,815,174	2,421,413
Income tax expense	24	135,555	(222,714)	(339,924)
Net income for the year		3,580,211	3,592,460	2,081,489
Other comprehensive income				
<i>Items that can be subsequently reclassified to income</i>				
Foreign exchange variation of investees located abroad		(19,645)	20,977	57,439
Gains (losses) on net investment hedge		17,252	(18,758)	(60,563)
Changes in the fair value of financial assets at fair value through other comprehensive income		218,106	(549,017)	24,203
Other comprehensive income (loss) for the period, net of tax		215,713	(546,798)	21,079
Total comprehensive income for the year		3,795,924	3,045,662	2,102,568
Net income attributable to:				
Owners of the Parent company		3,579,050	3,589,416	2,076,430
Non-controlling interest		1,161	3,044	5,059
Total comprehensive income attributable to:				
Owners of the Parent company		3,794,763	3,042,618	2,097,509
Non-controlling interest		1,161	3,044	5,059
Earnings per share from total income attributable to the ordinary equity holders of the company				
Basic earnings per share	33	6.4438	6.4211	3.7597
Diluted earnings per share	33	6.2461	6.2588	3.7138

The accompanying notes are an integral part of these consolidated financial statements.

XP Inc. and its subsidiaries

Consolidated statements of changes in equity
(In thousands of Brazilian Reais)



	Attributable to owners of the Parent									
	Notes	Capital reserve			Other comprehensive income and Other	Retained Earnings	Treasury shares	Total	Non-Controlling interest	Total Equity
		Issued Capital	Additional paid-in capital	Other Reserves						
Balances at December 31, 2019		23	5,409,895	1,533,551	209,927	—	—	7,153,396	2,563	7,155,959
Comprehensive income for the year										
Net income for the year		—	—	—	—	2,076,430	—	2,076,430	5,059	2,081,489
Other comprehensive income, net		—	—	—	21,079	—	—	21,079	—	21,079
Transactions with shareholders - contributions and distributions										
Proceeds from the issuance of shares	1.1	—	1,412,930	—	—	—	—	1,412,930	—	1,412,930
Transactions costs from the issuance of shares	1.1	—	(1,649)	—	—	—	—	(1,649)	—	(1,649)
Other equity transactions										
Share based plan	32	—	—	232,785	—	—	—	232,785	6	232,791
Other changes in equity		—	—	—	(362)	—	—	(362)	944	582
Allocations of the net income for the year										
Transfer to capital reserves		—	—	2,076,430	—	(2,076,430)	—	—	—	—
Dividends distributed		—	—	—	—	—	—	—	(5,567)	(5,567)
Balances at December 31, 2020		23	6,821,176	3,842,766	230,644	—	—	10,894,609	3,005	10,897,614
Comprehensive income for the year										
Net income for the year		—	—	—	—	3,589,416	—	3,589,416	3,044	3,592,460
Other comprehensive income, net		—	—	—	(546,798)	—	—	(546,798)	—	(546,798)
Transactions with shareholders - contributions and distributions										
Private issuance of shares	1.1	—	—	112,642	—	—	—	112,642	—	112,642
Other equity transactions										
Share based plan	32	—	—	561,455	—	—	—	561,455	2	561,457
Other changes in equity		—	—	(4,140)	(18,409)	—	—	(22,549)	(232)	(22,781)
Treasury shares		—	—	—	—	—	(171,939)	(171,939)	—	(171,939)
Allocations of the net income for the year										
Transfer to capital reserves		—	—	3,589,416	—	(3,589,416)	—	—	—	—
Dividends distributed	25	—	—	—	—	—	—	—	(3,026)	(3,026)
Balances at December 31, 2021		23	6,821,176	8,102,139	(334,563)	—	(171,939)	14,416,836	2,793	14,419,629
Comprehensive income for the year										
Net income for the year		—	—	—	—	3,579,050	—	3,579,050	1,161	3,580,211
Other comprehensive income, net		—	—	—	215,713	—	—	215,713	—	215,713
Transactions with shareholders - contributions and distributions										
Private issuance of shares	25(b)	1	70,030	—	—	—	—	70,031	—	70,031
Other equity transactions										
Share based plan	32	—	95,241	488,746	—	—	—	583,987	785	584,772
Other changes in equity		—	—	—	(15,059)	—	—	(15,059)	3,556	(11,503)
Treasury shares	25(c)	—	—	—	—	—	(1,814,823)	(1,814,823)	—	(1,814,823)
Allocations of the net income for the year										
Transfer to capital reserves		—	—	3,579,050	—	(3,579,050)	—	—	—	—
Dividends distributed	25	—	—	—	—	—	—	—	(1,820)	(1,820)
Balances at December 31, 2022		24	6,986,447	12,169,935	(133,909)	—	(1,986,762)	17,035,735	6,475	17,042,210

The accompanying notes are an integral part of these consolidated financial statements.

XP Inc. and its subsidiaries

Consolidated statements of cash flows for the years ended

December 31, 2022, 2021 and 2020

(In thousands of Brazilian Reais, unless otherwise stated)

	Note	2022	2021	2020
Operating activities				
Income before income tax		3,444,656	3,815,174	2,421,413
Adjustments to reconcile income before income taxes				
Depreciation of property, equipment and right-of-use assets	16	110,248	68,618	67,422
Amortization of intangible assets	16	95,629	163,112	75,839
Loss or write-off of property, equipment, intangible assets and leases, net	16	20,805	20,367	73,140
Share of profit or (loss) in joint ventures and associates	15	12,165	7,710	(862)
Income from share in the net income of associates measured at fair value		54,301	(47,291)	—
Expected credit losses on financial assets		78,945	92,560	55,564
(Reversal of) Provision for contingencies, net	27	12,305	5,325	2,045
Net foreign exchange differences		(301,697)	506,510	1,478
Share based plan	32	584,772	561,457	232,791
Interest accrued		429,222	181,731	56,923
Changes in assets and liabilities				
Securities (assets and liabilities)		(28,309,585)	(21,857,025)	(42,954,505)
Derivative financial instruments (assets and liabilities)		(1,550,061)	674,837	1,023,937
Securities trading and intermediation (assets and liabilities)		(1,423,398)	(5,086,154)	10,605,139
Securities purchased under agreements to resell		1,937,077	(2,269,321)	2,862,311
Accounts receivable		(157,056)	37,160	(46,247)
Loan operations		(9,416,502)	(8,918,608)	(3,925,042)
Prepaid expenses		(257,357)	(2,589,213)	(1,303,853)
Other assets and other financial assets		(3,358,515)	(674,697)	(23,078)
Securities sold under repurchase agreements		5,508,746	(5,557,999)	16,200,937
Accounts payable		(308,824)	(133,576)	564,324
Financing instruments payable		17,563,948	14,408,581	5,126,930
Social and statutory obligations		(54,093)	354,764	174,725
Tax and social security obligations		(91,326)	278,609	182,391
Retirement plans liabilities		13,812,415	18,533,487	9,628,823
Other liabilities and other financial liabilities		3,938,385	4,271,361	1,000,007
Cash from (used in) operations		2,375,205	(3,152,521)	2,102,552
Income tax paid		(370,862)	(783,816)	(518,971)
Contingencies paid	27	(2,521)	(2,565)	(1,629)
Interest paid		(197,937)	(81,427)	(71,224)
Net cash flows from (used in) operating activities		1,803,885	(4,020,329)	1,510,728
Investment activities				
Acquisition of intangible assets	16 (b)	(82,412)	(217,569)	(146,368)
Acquisition of property and equipment	16 (a)	(44,563)	(135,444)	(145,164)
Acquisition of subsidiaries, net of cash acquired		(69,532)	(40,857)	(62,443)
Investment in associates and joint ventures		(174,773)	(756,857)	(228,035)
Net cash flows used in investing activities		(371,280)	(1,150,727)	(582,010)
Financing activities				
Proceeds from borrowings	37	—	1,570,639	—
Acquisition of treasury shares	25	(1,814,823)	—	—
Acquisitions of debt securities issued	37	1,890,500	4,191,280	—
Payments of borrowings and lease liabilities	37	(101,716)	(76,371)	(152,868)
Payment of debt securities	37	(175,999)	(177,826)	(464,717)
Proceeds from the issuance of shares	1.1 / 1.2	—	—	1,411,281
Transactions with non-controlling interests		3,556	(231)	582
Dividends paid to non-controlling interests		(1,820)	(3,026)	(5,567)
Proceeds from SPAC issuance of shares		—	1,134,797	—
Net cash flows from (used in) financing activities		(200,302)	6,639,262	788,711
Net increase (decrease) in cash and cash equivalents		1,232,303	1,468,206	1,717,429
Cash and cash equivalents at the beginning of the fiscal year		3,751,861	2,660,388	887,796
Effects of exchange rate changes on cash and cash equivalents		(16,684)	(376,733)	55,163
Cash and cash equivalents at the end of the fiscal year		4,967,480	3,751,861	2,660,388
Cash		3,553,126	2,485,641	1,954,788
Securities purchased under agreements to resell	6	646,478	1,071,328	593,673
Interbank certificate deposits	7	252,877	194,892	111,927
Other deposits		514,999	—	—

The accompanying notes are an integral part of these consolidated financial statements.

XP Inc. and its subsidiaries

Notes to consolidated financial statements

December 31, 2022, 2021 and 2020

(In thousands of Brazilian Reais, unless otherwise stated)



1. Operations

XP Inc. (the "Company") is a Cayman Island exempted company with limited liability, incorporated on August 29, 2019. The registered office of the Company is Ugland House 121 South Church Street in George Town, Grand Cayman. The Company's principal executive office is located in the city of São Paulo, Brazil.

XP Inc. is currently the entity which is registered with the U.S. Securities and Exchange Commission ("SEC"). The common shares are trading on the Nasdaq Global Select Market ("NASDAQ-GS") under the symbol "XP".

XP Inc. is a holding company controlled by XP Control LLC, which holds 66.8% of voting rights and is controlled by a group of individuals.

XP Inc. and its subsidiaries (collectively, "Group" or "XP Group") is a leading, technology-driven financial services platform and a trusted provider of low-fee financial products and services in Brazil. XP Group are principally engaged in providing its customers, represented by individuals and legal entities in Brazil and abroad, various financial products, services, digital content and financial advisory services, mainly acting as broker-dealer, including securities brokerage, retirement plans, commercial and investment banking products such as loan operations, transactions in the foreign exchange markets and deposits, through our brands that reach clients directly and through network of Independent Financial Advisers ("IFAs").

These consolidated financial statements were approved by the Board of Directors' meeting on April 20, 2023 and updated by subsequent events through April 26, 2023 as approved by the executive management.

1.1 Spin-off of Itaú's investment in XP Inc.

In January 2021, XP Inc. reached an agreement with Itaú S.A. in connection with Itaú's spin-off of its investment in XP Inc., and entered into two agreements regarding the corporate reorganization announced by Itaú Unibanco Holding S.A. on December 31, 2020 (Itaú Agreements). The U.S. Federal Reserve Board's (FED) and the Brazilian Central Bank (BACEN) approved the legal and accounting segregation of the Itaú's investments in XP Inc. to XP Inc. on May 31, 2021 and July 26, 2021 respectively.

On June 22, 2021, XP Inc. filed a registration statement on Form F-4 with the U.S. Securities and Exchange Commission, or the "SEC" as part of the Itaú spin-off of its investment in XP Inc. The prospectus relates to the Class A common shares, or "XP Shares," of XP Inc., including Class A common shares in the form of Brazilian Depositary Receipts of XP (each representing one XP Share), or the "XP BDRs."

On October 1, 2021, the corporate reorganization was completed and XP Inc. ceased to exist. On October 4, 2021, XP Inc. started trading its BDR ("Brazilian Depositary Receipts") under symbol XPBR31, on Brazilian stock exchange B3 (Brasil, Bolsa, Balcão). The impact of this transaction is presented in Note 25 (b) and (c).

1.2 Ukraine conflicts

In February 2022 the invasion of Ukraine by Russia generated international sanctions taken by the United States and North Atlantic Treaty Organization ("NATO") that had an impact on regional and global economies. Such events could have an adverse effect on Group's business and financial performance, through increased worldwide inflation, increased costs of compliance, higher volatility in foreign currency exchange rates and increases in expected credit losses from our clients that sell goods to Russia counterparties. As of December 31, 2022, the business undertaken by the Group has not been materially impacted as a result of the abovementioned situation. The Group will continue monitoring the situation to determine whether material impacts to the operations might arise if the situation escalates.

1.3 Share buy-back program

In May 2022, the Board of Directors approved a share buy-back program. Under the program, XP may repurchase up to the amount in dollars equivalent to R\$0 billion of its outstanding Class A common shares over a period beginning on May 12, 2022, continuing until the earlier of the completion of the repurchase or May 12, 2023, depending upon market conditions.

As of November 04, 2022, the Board of Directors approved an amendment to the share buy-back program. Under the amended program, XP Inc may repurchase up to the amount in dollars equivalent to R\$2.0 billion of its outstanding Class A common shares (therefore, an increase of the maximum amount of R\$1.0 billion compared to the original program). The program period has not

been amended, continuing until the earlier of the completion of the repurchase or May 12, 2023, depending upon market conditions.

As of December 31, 2022, the Company purchased 11,920,051 shares (equivalent to R\$1,140 million or US\$218 million), which were acquired at an average price of US\$18.31 per share, with prices ranging from US\$14.09 to US\$24.85.

As of December 31, 2022, the shares repurchased under the repurchase program corresponded to approximately 2.13% of the entity's capital stock.

1.4 Share purchase agreement with Itaú

On June 8, 2022, XP signed a share purchase agreement with Itaú Unibanco. Under this agreement, XP purchased 1,056,308 outstanding Class B common shares from Itaú Unibanco, equivalent to approximately US\$24 million (R\$117 million), or US\$22.65 per share (R\$110.87 per share) – the same price for which Itaú Unibanco sold 6,783,939 Class A shares on June 7, 2022 to third parties.

On November 10, 2022 XP signed a share purchase agreement with Itaú S.A. Under this agreement, XP purchased 8,500,000 outstanding Class A common shares from Itaú S.A., equivalent to approximately US\$105 million (R\$562 million), or US\$19.10 per share (R\$102.14 per share). XP utilized its existing cash to fund this share repurchase and the shares are held in treasury.

Those transactions are not part of the share buy-back program (Note 1.3) announced by XP on May 11, 2022.

2. Basis of preparation of the financial statements

(i) Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements have been prepared on a historical cost basis, except for financial instruments that have been measured at fair value.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 4.

The consolidated financial statements are presented in Brazilian reais ("R\$"), our functional currency, and all amounts disclosed in the financial statements and notes have been rounded off to the nearest thousand currency units unless otherwise stated.

The balance sheet is presented in order of liquidity of assets and liabilities. The timing of their realization or settlement is dependent not just on their liquidity, but also on management's judgements on expected movements in market prices and other relevant aspects. Certain reclassifications of prior period amounts have been made to conform to the current period presentation.

(ii) New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for the December 31, 2022 reporting period and have not been early adopted by the Group. These amendments or standards are going to be effective for years beginning January 1st, 2023.

IFRS 17 – Insurance Contracts: The group evaluated the impacts of applying this standard and concluded that it is not material to its current operations.

Amendments to IAS 1 – Presentation of Financial Statements: Requires that only information about material accounting policies are disclosed, eliminating disclosures of information that duplicate or summarize IFRS requirements.

Amendments to IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors – Includes the definition of accounting estimates: monetary amounts subject to uncertainties in their measurement. Accounting estimates are disclosed in Note 4.

Amendments to IAS 12 – Income Taxes: Clarifies that the exemption for accounting for deferred taxes arising from temporary differences generated in the initial recognition of assets or liabilities is not applicable to lease operations.

XP Inc. and its subsidiaries

Notes to consolidated financial statements

December 31, 2022, 2021 and 2020

(In thousands of Brazilian Reais, unless otherwise stated)



Possible impacts are being evaluated and will be completed by the date the standard becomes effective. Those changes are not expected to have a material impact on the consolidated financial statements.

(iii) Basis of consolidation

The consolidated financial statements comprise the consolidated balance sheets of the Group as of December 31, 2022 and 2021 and the consolidated statements of income and comprehensive income, consolidated statements of cash flows and consolidated statements of changes in equity for each of the years ended December 31, 2022, 2021 and 2020.

a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. The Group derecognises the assets and liabilities of the former subsidiary from the consolidated statement of financial position from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 5).

Intercompany transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of income and of comprehensive income, statement of changes in equity and balance sheet respectively.

b) Associates

Associates are companies in which the investor has a significant influence but does not hold control. Investments in these companies are initially recognized at cost of acquisition and subsequently accounted for using the equity method. Investments in associates include the goodwill identified upon acquisition, net of any cumulative impairment loss.

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in the statement of income, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognized as a reduction in the carrying amount of the investment.

Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

If its interest in the associates decreases, but the Group retains significant influence or joint control, only the proportional amount of the previously recognized amounts in Other comprehensive income is reclassified in income, when appropriate.

c) Interests in associates measured at fair value

The Group has investments in associates measured at fair value in accordance with item 18 of IAS 28 – Investments in Associates and Joint Ventures. These investments are held through XP FIP Managers and FIP Endor, which are considered to be venture capital organizations. In determining whether the funds meet the definition of a venture capital organization, management considered the investment portfolio features and objectives. The portfolio classified in this category has the objective to generate growth in the value of its investments in the medium term and have an exit strategy. Additionally, the performance of these portfolio is evaluated and managed considering a fair value basis of each investment.

(iv) Segment reporting

In reviewing the operational performance of the Group and allocating resources, the Chief Operating Decision Maker of the Group ("CODM"), who is the Group's Chief Executive Officer ("CEO") and the Board of Directors ("BoD"), represented by statutory directors holders of ordinary shares of the immediate parent of the Company, review selected items of the statement of income and of comprehensive income.

The CODM considers the whole Group as a single operating and reportable segment, monitoring operations, making decisions on fund allocation and evaluating performance based on a single operating segment. The CODM reviews relevant financial data on a combined basis for all subsidiaries. Disaggregated information is only reviewed at the revenue level (Note 28), with no corresponding detail at any margin or profitability levels.

The Group's revenue, results and assets for this one reportable segment can be determined by reference to the consolidated statement of income and of comprehensive income and consolidated balance sheet.

See Note 28 (c) for a breakdown of revenues and income and selected assets by geographic location.

(v) Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Brazilian Reais ("R\$"), which is the Group functional and presentation currency.

The functional currency for all the Company's subsidiaries in Brazil is also the Brazilian reais. Certain subsidiaries outside of Brazil have different functional currencies including US Dollar ("USD"), Euro ("EUR"), Pound Sterling ("GBP") and Swiss Franc ("CHF").

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in the statement of income. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognized in the statement of income as part of the fair value gain or loss.

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each statement of income and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognized in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognized in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit and loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

3. Summary of significant accounting policies

This note provides a description of the significant accounting policies adopted in the preparation of these consolidated financial statements in addition to other policies that have been disclosed in other notes to these consolidated financial statements. These policies have been consistently applied to all periods presented, unless otherwise stated.

(i) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired, and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized directly in the statement of income as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration, when applicable, is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognized in the statement of income.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquirer is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognized in the statement of income.

(ii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1) Financial assets

Initial recognition and measurement

On initial recognition, financial assets are classified as instruments measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit and loss ("FVPL").

The classification of financial assets at initial recognition is based on either (i) the Group's business model for managing the financial assets and (ii) the instruments' contractual cash flows characteristics.

For a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are 'Solely Payments of Principal and Interest' (the "SPPI" criterion) on the principal amount outstanding. This assessment is referred to as the SPPI Test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model considers whether the group's objective is to receive cash flows from holding the financial assets, from selling the assets or a combination of both.

Purchases or sales of financial assets that require delivery of assets within a time frame set by regulation or market practice (regular way trades) are recognized on the trade date (i.e., the date that the Group commits to purchase or sell the asset).

Classification and subsequent measurement

(i) Financial assets at FVPL

Financial assets at FVPL include Securities, financial assets designated upon initial recognition at FVPL, or financial assets mandatorily required to be measured at fair value. This category includes Securities and Derivative financial instruments, including equity instruments which the Group had not irrevocably elected to classify at FVOCI.

Financial assets are classified as fair value through profit and loss if they either fail the contractual cash flow test or in the Group's business model are acquired for the purpose of selling or repurchasing in the near term. Financial assets may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Derivative financial instruments, including separated embedded derivatives, are also classified as fair value through profit and loss unless they are designated as effective hedging instruments. Financial assets with cash flows that do not meet the SPPI criteria are classified and measured at FVPL, irrespective of the business model.

Financial assets at FVPL are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of income. The net gain or loss recognized in the statement of income includes any dividend or interest earned on the financial asset.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: (i) the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; (ii) and the hybrid contract is not measured at FVPL. Embedded derivatives are measured at fair value with changes in fair value recognized in the statement of income. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the FVPL category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Investments held in trust account

The Group has a certain class of securities owned by one of our subsidiaries, which qualify as financial instruments, primarily due to their short-term nature. These securities are classified as FVPL. The Group's investments held in the trust account are comprised of money market funds and are recognized at fair value with the changes in fair value recognized in the consolidated statements of income. The estimated fair value of the investments held in the trust account is determined using available market information.

(ii) Financial assets at FVOCI

The Group measures financial assets at FVOCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criteria.

For financial assets at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in the statement of income. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit and loss.

The Group's financial assets at FVOCI includes certain debt instruments.

Upon initial recognition, the Group can elect to classify irrevocably equity investments at FVOCI when they meet the definition of equity under IAS 32 - "Financial Instruments: Presentation" and are not financial assets at FVPL.

The classification is determined on an instrument-by-instrument basis.

Dividends are recognized as income in the profit and loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVOCI are not subject to impairment assessment.

The Group has no equity instruments that have been irrevocably classified under this category.

(iii) Financial assets at amortized cost

A financial asset is measured at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold the financial asset in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criteria.

Financial assets at amortized cost are subsequently measured using the Effective Interest Rate ("EIR") method and are subject to impairment. Gains and losses are recognized in the statement of income when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost mainly includes 'Securities', 'Securities purchased under agreements to resell', 'Securities trading and intermediation', 'Loan operations', 'Accounts receivable' and 'Other financial assets'.

The Group reclassifies financial assets only when its business approach for managing those assets changes.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- The contractual rights to receive cash flows from the asset have expired.
- The Group has transferred its contractual rights to receive cash flows from the asset or has assumed a contractual obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset; or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its contractual rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Expected credit loss on financial assets

The Group recognizes expected credit losses ("ECLs") for all financial assets not held at FVPL. ECLs are based on internal models that measure the default risk of the debtor considering contract collaterals. For the credit portfolio, the Group classifies assets in three stages to measure the expected credit loss, in which the financial assets migrate from one stage to another in accordance with the changes in credit risk.

Stage 1: all financial assets are initially recognized in this stage. It is understood that a financial asset in this stage does not present a significant increase in risk since initial recognition. The provision for this asset represents the expected loss resulting from possible noncompliance in the next 12 months.

Stage 2: increase of the change in the risk of a default occurring based on internal models since initial recognition or overdue 30 days. If a significant increase in the risk is identified from the initial recognition, and no deterioration is realized, the financial asset falls within this stage. In this case, the amount related to the provision for expected loss reflects the estimated loss of the financial asset's remaining life (lifetime).

Stage 3: overdue 90 days. The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before considering any credit enhancements held by the Group.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the company. The Group categorizes a loan or receivable for write-off when a debtor fails to make contractual payments more than 360 days past due. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

For accounts receivables, and other financial contract assets, the Group applies a simplified approach to calculating ECLs. Therefore, the Group does not track changes in credit risk but instead recognizes a loss allowance based on lifetime ECLs. The Group has established a provision that is based on its historical credit loss.

For debt instruments at FVOCI, the Group applies the low credit risk simplification at every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the internal credit rating of the debt instrument. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

2) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, amortized cost or as Derivative financial instruments designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of amortized cost, net of directly attributable transaction costs.

The Group's financial liabilities include 'Securities', 'Derivative financial instruments', 'Securities purchased under agreements to resell', 'Securities trading and intermediation', long-term debts such as 'Borrowings' and 'Financing Instruments payable – Debt securities', 'Accounts payables' and 'Other financial liabilities'.

Classification and subsequent measurement

(i) Financial liabilities at FVPL

Financial liabilities at FVPL include securities loaned and derivatives financial instruments designated upon initial recognition as at FVPL.

Financial liabilities are classified as securities loaned if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as fair value through profit and loss unless they are designated as effective hedging instruments.

Gains or losses on liabilities at fair value through profit and loss are recognized in the statement of income.

Financial liabilities designated upon initial recognition at FVPL are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. Securities loaned, and derivative financial instruments are classified as fair value through profit and loss and recognized at fair value.

(ii) Financial liabilities designated at FVPL

Classification and subsequent measurement

The Group applied the fair value option as an alternative measurement for selected financial liabilities. Financial liabilities can be irrevocably designated as measured at FVPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases, or a group of financial instruments is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy. The amount of change in the fair value of the financial liabilities designated at FVPL that is attributable to changes in the credit risk of that liabilities shall be presented in other comprehensive income. See more information in Note 7(e).

(iii) Amortized cost

After initial recognition, these financial liabilities are subsequently measured at amortized cost using the Effective Interest Method ("EIR") method. Gains and losses are recognized in profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

This category generally applies to Securities sold under repurchase agreements, 'Securities trading and intermediation', 'Borrowings', 'Financing Instruments Payable', 'Accounts payables', 'Lease liabilities' and 'Other financial liabilities'.

(iv) Commitments subject to possible redemption

XPAC Acquisition Corp. redeemable shares

The Group accounts for the common stock subject to redemption in cash held by the non-controlling interest holders of XPAC Acquisition Corp., a consolidated subsidiary, as a financial liability measured at amortized cost. The instrument is initially recognized at fair value, net of derivative warrant liabilities component and the corresponding eligible transaction costs. The warrant component issued to the non-controlling interest holders of XPAC Acquisition Corp. are separately accounted as derivatives and measured at fair value with the changes in fair value recorded in the statement of income.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, canceled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of income.

3) Fair value of financial instruments

The fair value of financial instruments actively traded in organized financial markets is determined based on purchase prices quoted in the market at the close of business at the reporting date, without deducting transaction costs.

The fair value of financial instruments for which there is no active market is determined by using measurement techniques. These techniques may include the use of recent market transactions (on an arm's length basis); reference to the current fair value of another similar instrument; analysis of discounted cash flows or other measurement models. See Note 34.

4) Derivative financial instruments and hedging activities - IFRS 9

Derivative financial instruments are financial contracts, the value of which is derived from the value of the underlying assets, interest rates, indexes or currency exchange rates.

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Derivatives are initially recognized at fair value on the date a derivative contract is entered into, and they are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged. The group designates certain derivatives as either:

- hedges of the fair value of recognized assets or liabilities or a firm commitment (fair value hedges), or
- hedges of a net investment in a foreign operation (net investment hedges).
- hedges of expected cash flows to be paid on recognized liabilities (cash flow hedges).

At inception of the hedge relationship, the group documents the economic relationship between hedging instruments and hedged items, including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The group documents its risk management objective and strategy for undertaking its hedge transactions.

If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortized to profit and loss over the remaining period until maturity, using a recalculated effective interest rate.

a) Hedge ineffectiveness

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument.

To evaluate the effectiveness and to measure the ineffectiveness of such strategies, The Group uses the Dollar Offset Method. The Dollar Offset Method is a quantitative method that consists of comparing the change in fair value or cash flows of the hedging instrument with the change in fair value or cash flows of the hedged item attributable to the hedged risk.

b) Derivative warrant liabilities

The Group evaluates if the warrants issued in connection with the Initial Public Offering (the "Public Warrants") and the Private Placement Warrants issued by XPA Acquisition Corp. are derivatives or contain features that qualify as embedded derivatives in accordance with IFRS 9 – Financial Instruments. The Group's derivative instruments are recorded at Financial instruments measured at fair value through profit or loss. Accordingly, the Group recognizes the warrants as financial liabilities at fair value and remeasures the warrants at fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Group's consolidated statements of income. The fair value has been measured based on the listed market price of such warrants.

(iii) Cash and cash equivalents

Cash is not subject to a significant risk of change in value and are held for the purpose of meeting short-term cash commitments and not for investments or other purposes. Transactions are considered short-term when they have maturities in three months or less from the date of acquisition. For purposes of consolidated statement of cash flows, cash equivalents refer to collateral held securities purchased under agreements to resell, bank deposit certificates measured at fair value through profit and loss and other deposits that are readily convertible into a known cash amount and for which are no subject to a significant risk of change in value.

(iv) Securities purchased under agreements to resell and obligations related to securities sold under repurchase agreements

The Group has purchased securities with resale agreement (resale agreements) and sold securities with repurchase agreement (repurchase agreement) of financial assets. Resale and repurchase agreements are accounted for under Securities purchased under agreements to resell and Securities sold under repurchase agreements, respectively. The difference between the sale and repurchase prices is treated as interest and recognized over the life of the agreements using the effective interest rate method. The financial assets accepted as collateral in our resale agreements can be used by us, if provided for in the agreements, as collateral for our repurchase agreements or can be sold.

(v) Securities trading and intermediation (receivable and payable)

Refers to transactions at B3 S.A. – Brasil, Bolsa, Balcão ("B3") on behalf of and on account of third parties. Brokerages on these transactions are classified as revenues and service provision expenses are recognized at the time of the transactions. These balances are offset, and the net amount shown in the balance sheet when, and only when, there is a legal and enforceable right to offset and the intention to liquidate them on a net basis, or to realize the assets and settle the liabilities simultaneously.

Amounts due from and to customers represent receivables for securities sold and payables for securities purchased that have been contracted for but not yet settled or delivered on the balance sheet date respectively. The due from customers balance is held for collection. These amounts are subdivided into the following items:

- Cash and settlement records - Represented by the registration of transactions carried out on the stock exchanges on its own behalf and for customers, which includes any asset liquidity event; and
- Debtors/Creditors pending settlement account - debtor or creditor balances of customers, in connection with transactions with fixed income securities, shares, commodities and financial assets, pending settlement as of the statement of reporting date. Sales transactions are offset and, in the event, the final amount is a credit, it will be recorded in liabilities, on the other hand if this amount is debt, it will be recorded in assets, provided that the offset balances refer to the same counterparty.
- Customer's cash on investment account - represents customer's cash balances that are held in XP CCTVM

These amounts are recognized initially at fair value and subsequently measured at amortized cost. At each reporting date, the Group shall measure the loss allowance on amounts due from customers at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Group shall measure the loss allowance at an amount equal to 12-month expected credit losses. Significant financial difficulties of the customer, probability that the customer will enter bankruptcy or financial reorganization, and default in payments are all considered indicators that a loss allowance may be required. If the credit risk increases to the point that it is considered to be credit impaired, interest income will be calculated based on the gross carrying amount adjusted for the loss allowance. A significant increase in credit risk is defined by management as any contractual payment which is more than 30 days past due.

Any contractual payment which is more than 90 days past due is considered credit impaired. The estimated credit losses for brokerage clients and related activity were immaterial for all periods presented.

(vi) Loan operations

Loan operations consist in arrangements under which clients can borrow stipulated amounts under defined terms and conditions. They are initially measured at its fair value plus transaction costs that are directly attributable to the acquisition and subsequently measured at amortized cost using the effective interest method, less expected credit loss. See note 10 for further information about the Group's accounting for Loan Operations and Note 3(ii) for a description of the Group's Expected Losses on Financial Assets.

Interest income from these financial assets is included in Net income from financial instruments at amortized cost using the effective interest rate method. Any gain or loss arising on derecognition of the loan operations is recognized directly in the statement of income and presented in Note 14. Expected credit losses are presented as a separate line item in the statement of income.

(vii) Prepaid expenses

Prepaid expenses are recognized as an asset in the balance sheet. These expenditures include mainly incentives to IFAs, prepaid software licenses, certain professional services and insurance premiums. Prepaid expenses are amortized in profit and loss in the period in which the benefits of such items are realized.

(viii) Leases

Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

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The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expenses in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of properties (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Significant judgement in determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option, under some of its leases to lease the assets for additional terms. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).

(ix) Property and equipment

All property and equipment are stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditures that are directly attributable to the acquisition of the items and, if applicable, net of tax credits. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item is material and can be measured reliably. All other repairs and maintenance expenditures are charged to profit and loss during the period in which they are incurred.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets, as follows:

	<u>Annual Rate (%)</u>
Data Processing Systems	20 %
Furniture and equipment	10 %
Security systems	10 %
Facilities	10 %
Vehicle	10 %

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Assets' residual values, useful lives and methods of depreciation are reviewed at each reporting date and adjusted prospectively, if appropriate. An asset's carrying amount is written down immediately to its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use, if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals or derecognition are determined by comparing the disposal proceeds (if any) with the carrying amount and are recognized in the statement of income.

(x) Intangible assets**i) Goodwill**

Goodwill arises on the acquisition of subsidiaries and represents the excess of (i) the consideration transferred; the amount of any non-controlling interest in the acquiree; and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. If the total of the consideration transferred, non-controlling interest recognized and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary acquired, which is the case of a bargain purchase, the difference is recognized directly in the statement of income.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment.

ii) Software and development costs

Certain direct development costs associated with internally developed software and software enhancements of the Group's technology platform is capitalized. Capitalized costs, which occur post determination by management of technical feasibility, include external services and internal payroll costs. These costs are recorded as intangible assets when development is complete, and the asset is ready for use, and are amortized on a straight-line basis, during the period which is expected economic benefits generation to the Group. Research and pre-feasibility development costs, as well as maintenance and training costs, are expensed as incurred. In certain circumstances, management may determine that previously developed software and its related expense no longer meets management's definition of feasible, which could then result in the impairment of such assets.

iii) Other intangible assets

Separately acquired intangible assets are measured at cost on initial recognition. The cost of intangible assets acquired in a business combination corresponds to their fair value at the acquisition date. After initial recognition, intangible assets are stated at cost, less any accumulated amortization and accumulated impairment losses. Internally generated intangible assets other than softwares are not capitalized and the related expenditure is reflected in the statement of income in the period in which the expenditure is incurred.

The useful life of intangible assets is assessed as finite or indefinite. As of December 31, 2022 and 2021, the Group does not hold indefinite life intangible assets, except for goodwill.

Intangible assets with finite useful lives are amortized over their estimated useful lives and tested for impairment whenever there is an indication that their carrying amount may not be recoverable. The period and method of amortization for intangible assets with finite lives are reviewed at least at the end of each fiscal year or when there are indicators of impairment. Changes in estimated useful lives or expected consumption of future economic benefits embodied in the assets are considered to modify the amortization period or method, as appropriate, and treated as changes in accounting estimates.

The amortization of intangible assets with definite lives is recognized in the statement of income in the expense category consistent with the use of intangible assets. The useful lives of the intangible assets are shown below:

	Estimate useful life (years)
Software	3-5
Internally developed intangible	3-7
Customer list	2-8
Trademarks	10-20

Gains and losses resulting from the disposal or derecognition of intangible assets are measured as the difference between the net disposal proceeds (if any) and their carrying amount and are recognized in profit and loss.

(xi) Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortization and are tested annually for impairment. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. Assets that are subject to depreciation or amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized when the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (Cash-generating units (CGU's)). For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the CGUs (or groups of CGUs) that is expected to benefit from the synergies of the combination, which are identified at the operating segment level.

Non-financial assets other than goodwill that were adjusted due to impairment are subsequently reviewed for possible reversal of the impairment at the balance sheet date. The impairment of goodwill recognized in the statement of income is not reversible.

(xii) Taxes

i) Current income and social contribution taxes

Each of Group's entities pay Federal Income Tax (IRPJ) and Social Contribution on Net Income (CSLL) under one of two different methods:

- Actual Profit Method ("APM"), where the taxpayer calculates both taxes based on its actual taxable income, after computing all income, gains and tax-deductible expenses, including net operating losses of prior years. Taxes calculated under the APM method are due quarterly or annually depending on entity's adoption through the first collection document of each calendar year. APM annual method requires taxpayers to make monthly prepayments of IRPJ and CSLL during the calendar-year.
- Presumed Profit Method ("PPM"), where the taxpayer calculates IRPJ and CSLL applying a presumed profit margin over the operating revenues. It is important emphasize that the profit margin is defined by the Brazilian Revenue Service ("RFB") according to the type of services rendered and/or goods sold. Under the PPM method both taxes are due on a quarterly basis and no prepayment is required during the quarters. This method can be adopted only by entities with gross revenue up to an annually revised threshold determined by tax authorities.

The tax rates applicable to APM or PPM are also defined according to entities' main activity:

- Federal Income Tax (IRPJ) – tax rate of 15% calculated on taxable income and a surcharge of 10% calculated on the taxable income amount that exceeds R\$20 per month (or R\$240 annually).
- Social Contribution on Net Income (CSLL) – tax rate of 0% calculated on taxable income. However, financial institutions (i.e., XP CCTVM, Banco XP and XP DTVM) and insurance companies (i.e., XP Vida e Previdência) are subject to a higher regular CSLL rate of 15%.

As of March 2020, Brazilian banks (i.e. Banco XP) were subject to a CSLL rate of 0%, which became the regular applicable rate for banks. As of July 2021, the rate of CSLL was increased by 5% for all Brazilian financial entities until December 2021. Therefore, Brazilian banks were subject to a CSLL rate of 25% and all other financial entities, including insurance companies, are subject to a rate of 20% by means of federal Law 13.148/2021.

As of January 2022, the tax rate returned to the regular percentage of 20% for banks and 15% for all other financial entities, including insurance companies.

As of August 2022, by means of federal Law 14.446 the CSLL rate was increased in 1% for all Brazilian Financial entities until December 2022. Brazilian banks are subject to a CSLL rate of 21% and all other financial entities, including insurance companies, are subject to a rate of 16%.

ii) Deferred income tax and social contribution

Deferred income tax and social contribution are recognized, using the liability method, on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred taxes are not accounted for if they arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit and loss.

Deferred tax assets are recognized only to the extent it is probable that future taxable profit will be available against which the temporary differences and/or tax losses can be utilized. In accordance with the Brazilian tax legislation, loss carryforwards can be used to offset up to 30% of taxable profit for the year and do not expire.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, except for a deferred tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are presented net in the statement of financial position when there is a legally enforceable right and the intention is to offset them upon the calculation of current taxes, generally when related to the same legal entity and the same jurisdiction. Accordingly, deferred tax assets and liabilities in different entities or in different countries are generally presented separately, and not on a net basis.

iii) Sales and other taxes

Revenues, expenses and assets are recognized net of sales tax, except:

- When the sales taxes incurred on the purchase of goods or services are not recoverable from tax authorities, in which case the sales tax is recognized as part of the cost of acquiring the asset or expense item, as applicable.
- When the amounts receivable or payable are stated with the amount of sales taxes included.

The net amount of sales taxes, recoverable or payable to the tax authority, is included as part of receivables or payables in the balance sheet, and net of corresponding revenue or cost/expense, in the statement of income.

Sales revenues in Brazil are subject to taxes and contributions, at the following statutory rates:

- PIS and COFINS are contributions levied by the Brazilian Federal government on gross revenues. These amounts are invoiced to and collected from the Group's customer and recognized as deductions to gross revenue (Note 28) against tax liabilities, as we are acting as tax withholding agents on behalf of the tax authorities. PIS and COFINS paid on certain purchases may be claimed back as tax credits to offset PIS and COFINS payable. These amounts are recognized as Recoverable taxes (Note 1) and are offset monthly against Taxes payable and presented net, as the amounts are due to the same tax authority. PIS and COFINS are contributions calculated on two different regimes according to Brazilian tax legislation: cumulative method and non-cumulative method.
The non-cumulative method is mandatory to companies that calculate income tax under the Actual Profit Method (APM). The applicable rates of PIS and COFINS are 1.65% and 7.60%, respectively.
Otherwise, the cumulative method should be adopted by entities under the Presumed Profit Method (PPM) and is also mandatory to Financial and Insurance Companies. The rates applicable to companies under PPM are PIS 0.65% and COFINS 3.00%. Financial entities (i.e., XP CCTVM, Banco XP and XP DTVM) and insurance companies (i.e., XP Vida e Previdência) have a different percentage of COFINS with the surcharge of 1.00%, totaling 4.00%.
- The tax on services ("ISS") is a tax levied by municipalities on revenues from the provision of services. ISS tax is added to amounts invoiced to the Group's customers for the services the Group renders. These are recognized as deductions to gross revenue (Note 28) against tax liabilities, as the Group acts as agent collecting these taxes on behalf of municipal governments. The rates may vary from 2.00% to 5.00%. Currently, XP Group's entities are based majoritarily in the cities of São Paulo and Rio de Janeiro then, revenues perceived by those companies are subject to rates defined by those cities' Laws.

(xiii) Equity security loans

Represent liabilities to return cash proceeds from security lending transactions. Securities lending transactions are used primarily to earn spread income which relates mainly to equity securities received with a fixed term payable, based on the fair value of the securities plus pro rata interest over the period of the equity security loan. Equity securities borrowed are recognized as unrestricted assets on the statement of financial position and may be sold to third parties. The Equity security loans are recorded as a trading liability and measured at fair value with any gains or losses included in the income statement under net fair value gains/(losses) on financial instruments (Note 28 b).

(xiv) Debt securities and Borrowings

Debt securities classified as Debentures, Bonds, Promissory Notes and Borrowings are initially recognized at fair value, net of transaction costs incurred, and subsequently carried at amortized cost. Any differences between the proceeds (net of transaction costs) and the total amount payable is recognized in the statement of income over the period of the borrowings using the effective interest rate method.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as interest expense on debt in the statement of income.

(xv) Accounts payables

Accounts payables are obligations to pay for goods or services that have been acquired in the ordinary course of business. Accounts payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest rate method.

(xvi) Retirement plans liabilities

Retirement plans, relates to accumulation of financial resources, called PGBL (Plan Generator of Benefits), a plan that aims at accumulating funds for participant's retirement in life, and VGBL (Redeemable Life Insurance), a financial product structured as a pension plan. In both products, the contribution received from the participant is applied to a Specially Constituted Investment Fund ("FIE") and accrues interest based on FIE investments.

The retirement plans offered by the Group do not contain significant insurance risk where the Group accepts significant insurance risk from participants by agreeing to compensate them if a specified uncertain future event adversely affects them. These products also do not contain any discretionary participation features. Therefore, the contracts are accounted for under the scope of IFRS 9 - Financial Instruments ("IFRS 9").

(xvii) Provisions

Provisions for legal claims (labor, civil and tax) and other risks are recognized when: (i) the Group has a present legal or constructive obligation as a result of past events; (ii) it is probable that an outflow of resources will be required to settle the obligation; and (iii) the amount can be reliably estimated. Provisions do not include future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the time elapsed is recognized as interest expense.

(xviii) Employee benefits

i) Short-term obligations

Liabilities in connection with short-term employee benefits are measured on a non-discounted basis and are expensed as the related service is provided.

The liability is recognized for the expected amount to be paid under the plans of cash bonus or short-term profit sharing if the Group has a legal or constructive obligation of paying this amount due to past service provided by employees and the obligation may be reliably estimated.

ii) Share-based plan

The establishment of the share-based plan was approved by the board of Director's meeting on December 6, 2019.

The Group launched two share-based plans, the Restricted Stock Unit "RSU" and the Performance Share Unit ("PSU"). The share-based plans are designed to provide long term incentives to certain employees, directors, and other eligible service providers in exchange for their services. For both plans, management commits to grant shares of XP Inc to the defined participants.

The cost of share-based compensation is measured using the fair value at the grant date. The cost is expensed together with a corresponding increase in equity over the service period or on the grant date when the grant relates to past services.

The total amount to be expensed is determined by reference to the fair value of the tranche shares granted at the grant date, which is also based on:

- Including any market performance conditions;
- Including the impact of any non-market performance vesting conditions (i.e. remaining an employee of the entity over a specified time), and;
- Including the impact of any non-vesting conditions (i.e. the requirement for participants to save or hold shares for a specific period of time).

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions have to be satisfied. At the end of each period, the entity revises its estimates of the number of shares that are expected to vest based on the non-market vesting conditions. The Company recognizes the impact of the revision to original estimates, if any, in the statement of income, with a corresponding adjustment to equity.

When the shares are vested, the Company transfers the correspondent number of shares to the participant. The shares received by the participants, net of any directly attributable transaction costs (including withholding taxes) are credited directly to equity.

The significant judgments, estimates and assumptions regarding share-based payments and activity relating to share-based payments are discussed further in Note 32.

iii) Profit-sharing and bonus plans

The Group recognizes a liability and an expense for bonuses and profit-sharing based on a formula that takes into consideration the profit attributable to the owners of the Company after certain adjustments, and distributed based on individual and collective performance, including qualitative and quantitative indicators.

Employee profit-sharing terms are broadly established by means of annual collective bargaining with workers' unions. The Group recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

iv) Founder Shares

The issuance of founder shares and warrants by XPAC Acquisition falls within the scope of IFRS 2 as the founders (including management team) are being awarded these shares at a nominal price in exchange for their services, operating as management of the SPAC. As a result, the share-based payment would be measured at the grant date. The founder shares do not carry a specified service period but would be forfeited or otherwise expire worthless if a business combination is not consummated. Therefore, the founders only derive the value from the founder shares when they are converted into Class A shares upon a successful business combination. As of 31 December 2022, no amounts are accrued as such no business combination has occurred.

(xix) Share capital

Common shares are classified in equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

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(xx) Treasury shares

Own equity instruments that are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in the statement of income on the purchase, sale, issue or cancellation of the Group's own equity instruments.

The difference between the sale price and the average price of the treasury shares is recorded as a reduction or increase in Capital Reserves. The cancellation of treasury shares is recorded as a reduction in Treasury shares against Capital Reserves, at the average price of treasury shares at the cancellation date.

(xxi) Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary and preferred shares by the weighted average number of ordinary and preferred shares outstanding during the year, adjusted for bonus elements in ordinary and preferred shares issued during the year and excluding treasury shares (Note 33).

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after-income tax effect of interest and other financing costs associated with dilutive potential common and preferred shares, and the weighted average number of additional common and preferred shares that would have been outstanding assuming the conversion of all dilutive potential common and preferred shares (Note 33).

(xxii) Revenue and income

1) Revenue from contracts with customers

Revenue is recognized when the Group has transferred control of the services to the customers, in an amount that reflects the consideration the Group expects to collect in exchange for those services.

The Group applies the following five steps: i) identification of the contract with a customer; ii) identification of the performance obligations in the contract; iii) determination of the transaction price; iv) allocation of the transaction price to the performance obligations in the contract; and v) recognition of revenue when or as the entity satisfies a performance obligation.

Revenue is recognized net of taxes collected from customers, which are subsequently remitted to governmental authorities.

The Group has discretion to involve and contract a third-party provider in providing services to the customer on its behalf. The Group presents the revenues and associated costs to such third-party providers on a gross basis where it is deemed to be the principal and on a net basis where it is deemed to be the agent. Generally, the Group is deemed to be the principal in these arrangements because the Group controls the promised services before they are transferred to customers, and accordingly presents the revenue gross of related costs.

The Group main types of revenues contracts are:

i) Brokerage commission

Brokerage commission revenue consists of revenue generated through commission-based brokerage services on each transaction carried out on, for example, the stock exchanges for customers, recognized at a point in time (trade date) as the performance obligation is satisfied.

ii) Securities placement

Securities placement revenue refers to fees and commissions earned on the placement of a wide range of securities on behalf of issuers and other capital raising activities, such as mergers and acquisitions, including related finance advisory services. The act of placing the securities is the sole performance obligation and revenue is recognized at the point in time when the underlying transaction is complete under the engagement terms and it is probable that a significant revenue reversal will not occur.

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iii) Management fees

Management fees relate substantially to (i) services as investments advisor from funds, investment clubs and wealth management; and (ii) distributions of quotas from investments funds managed by others. Revenue is recognized over the period of time when this performance obligation is delivered, and generally based on an agreed-upon fixed percentage of the net asset value of each fund on a monthly basis. A part of management fees are performance-based (performance fees), which are recognized for the delivery of asset management services and calculated based on appreciation of the net asset value of the funds, subject to certain thresholds, such as internal rates of returns or hurdle rates in accordance with the terms of the fund's constitution. Performance fees, which includes variable consideration, are only recognized after an assessment of the facts and circumstances and when it is highly probable that significant reversal of the amount of cumulative revenue recognized will not occur when the uncertainty is resolved.

iv) Insurance brokerage fee

Refers to insurance brokerage, capitalization, retirement plans and health insurance through the intermediation of the sale of insurance services.

Revenues are recognized after the provision of brokerage services to insurers. Products that were sold through XP Corretora de Seguros are inspected monthly, and amounts received from commission are recognized as revenue at a point in time as the performance obligation is satisfied.

v) Educational services

Educational revenue relates to advising and consulting on finance, financial planning, business management and the development of courses and business training programs in the national territory through the development and management of courses.

vi) Commissions fees

Commissions fees are recognized when XP provides or offers services to customers, in an amount that reflects the consideration XP expects to collect in exchange for those services. A five-step model is applied to account for revenues: i) identification of the contract with a customer; ii) identification of the performance obligations in the contract; iii) determination of the transaction price; iv) allocation of the transaction price to the performance obligations in the contract; and v) revenue recognition, when performance obligations agreed upon in agreements with clients are met. Incremental costs and costs to fulfill agreements with clients are recognized as an expense as incurred.

vii) Interchange Fee

Interchange fees revenue represents fees for authorizing and providing settlement on credit and debit card transactions processed through the Visa networks and is determined as a variable percentage - depending on the type of establishment in which the customer buys - of the total payment processed when the Group's customers use XP's cards. The fees are recognized on completion of the transaction and once the Group has completed its performance obligations under the contract.

viii) Other services

Other services refer to revenue related to finance advisory services, advertisements on the Group's website and sponsorship on events held by the Group.

2) Net income from financial instruments

Net income from financial instruments include realized gains and losses on the sales of investments, unrealized gains and losses resulting from our investments measured at fair value and interest earned on both cash balances and investments in connection with our trading activities. These gains and losses are outside the scope of IFRS 15 but in scope of IFRS 9 – Financial Instruments, and the related accounting policies are disclosed in Note 3.

4. Significant accounting judgements, estimates and assumptions

The preparation of the financial statements according to accounting policies described in Note 3 requires Management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts for assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

Information about uncertainties on assumptions and estimates that have a significant risk of resulting in a material adjustment in the future fiscal year is included as follows:

(i) Estimation fair value of certain financial assets

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

(ii) Expected credit losses on financial assets

The expected credit losses for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's history and existing market conditions, as well as forward-looking estimates at the end of each reporting period.

(iii) Recognition of deferred tax asset for carried-forward tax losses

Deferred tax assets are recognized for all unused tax losses to the extent that sufficient taxable profit will likely be available to allow the use of such losses. Significant judgment from management is required to determine the amount of deferred tax assets that can be recognized, based on the likely timing and level of future taxable profits, together with future tax planning strategies.

The Group has concluded that the deferred assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets for the subsidiaries where a deferred tax asset has been recognized.

(iv) Property and equipment and intangible assets useful lives

Property and equipment and intangible assets include the use of estimates to determine the useful life for depreciation and amortization purposes. Useful life determination requires estimates in relation to the expected technological advances and alternative uses of assets. There is a significant element of judgment involved in making technological development assumptions, since the timing and nature of future technological advances are difficult to predict.

(v) Impairment of non-financial assets, including goodwill

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. Intangible assets with indefinite useful lives and goodwill are tested for impairment annually at the level of the CGU, as appropriate, and when circumstances indicate that the carrying value may be impaired.

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. Technological obsolescence, suspension of certain services and other changes in circumstances that demonstrate the need for recording a possible impairment are also regarded in estimates.

(vi) Provision for contingent liabilities

Provisions for the judicial and administrative proceedings are recorded when the risk of loss of administrative or judicial proceedings is considered probable and the amounts can be reliably measured, based on the nature, complexity and history of lawsuits and the opinion of legal counsel internal and external.

Provisions are made when the risk of loss of judicial or administrative proceedings is assessed as probable and the amounts involved can be measured with sufficient accuracy, based on best available information. They are fully or partially reversed when the obligations cease to exist or are reduced. Given the uncertainties arising from the proceedings, it is not practicable to determine the timing of any outflow (cash disbursement).

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(vii) Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the consolidated financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events.

5. Group structure

(i) Subsidiaries

The following are the direct and indirect interests of Company in its subsidiaries for the purposes of these consolidated financial statements:

Entity name	Country of incorporation	Principal activities	% of Group's interest (i)		
			2022	2021	2020
Directly controlled					
XP Investimentos S.A.	Brazil	Holding	100.00 %	100.00 %	100.00 %
XPAC Sponsor LLC	Cayman	Special Purpose Acquisition (SPAC) Sponsor	100.00 %	100.00 %	— %
XProject LTD (ii)	Cayman	Holding	100.00 %	100.00 %	— %
Indirectly controlled					
XP Investimentos Corretora de Câmbio, Títulos e Valores Mobiliários S.A.	Brazil	Broker-dealer	100.00 %	100.00 %	100.00 %
XP Vida e Previdência S.A. (iii)	Brazil	Retirement plans and insurance	100.00 %	100.00 %	100.00 %
Banco XP S.A.	Brazil	Multipurpose bank	100.00 %	100.00 %	100.00 %
XP Controle 3 Participações S.A.	Brazil	Financial Holding	100.00 %	100.00 %	100.00 %
XPE Infomoney Educação Assessoria Empresarial e Participações Ltda.	Brazil	Digital Content services	100.00 %	100.00 %	100.00 %
Tecfinance Informática e Projetos de Sistemas Ltda.	Brazil	Rendering of IT services	99.73 %	99.73 %	99.76 %
XP Corretora de Seguros Ltda.	Brazil	Insurance Broker	99.99 %	99.99 %	99.99 %
XP Gestão de Recursos Ltda.	Brazil	Asset management	95.60 %	94.90 %	94.80 %
XP Finanças Assessoria Financeira Ltda.	Brazil	Investment consulting service	99.99 %	99.99 %	99.99 %
Infostocks Informações e Sistemas Ltda.	Brazil	Mediation of information systems	100.00 %	99.99 %	99.99 %
XP Advisory Gestão Recursos Ltda.	Brazil	Asset management	99.55 %	99.54 %	99.50 %
XP Vista Asset Management Ltda.	Brazil	Asset management	99.99 %	99.50 %	99.45 %
XP Controle 4 Participações S.A.	Brazil	Insurance holding	100.00 %	100.00 %	100.00 %
Leadr Serviços Online Ltda.	Brazil	Social media	— %	— %	99.99 %
Spiti Análise Ltda.	Brazil	Investment Advisor	— %	— %	100.00 %
Chamaleon Bravery Unipessoal LDA	Portugal	Investment Advisor	— %	— %	100.00 %
XP Investments UK LLP	UK	Inter-dealer broker and Organized Trading Facility (OTF)	100.00 %	100.00 %	100.00 %
XP Private Holding UK Ltd	UK	Investment advisor	100.00 %	100.00 %	100.00 %
XP Private (Europe) S.A.	Switzerland	Investment advisor	— %	— %	100.00 %
XP Holding UK Ltd	UK	International financial holding	100.00 %	100.00 %	100.00 %
XP Investments US, LLC	USA	Broker-dealer	100.00 %	100.00 %	100.00 %
Xperience Market Services LLC	USA	Non-operational	— %	— %	100.00 %
XP Holding International LLC	USA	International financial holding	100.00 %	100.00 %	100.00 %
XP Advisory US	USA	Investment advisor	100.00 %	100.00 %	100.00 %
XP PE Gestão de Recursos Ltda.	Brazil	Asset management	98.70 %	98.70 %	98.70 %
XP LT Gestão de Recursos Ltda.	Brazil	Asset management	96.00 %	92.00 %	92.00 %

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Entity name	Country of incorporation	Principal activities	% of Group's interest (i)		
			2022	2021	2020
Carteira Online Controle de Investimentos Ltda. - ME (ii)	Brazil	Investment consolidation platform	100.00 %	99.99 %	99.99 %
Antecipa S.A.	Brazil	Receivables Financing Market	100.00 %	100.00 %	100.00 %
XP Allocation Asset Management Ltda.	Brazil	Asset management	99.99 %	99.99 %	99.99 %
Track Índices Consultoria Ltda. (v)	Brazil	Index provider	— %	100.00 %	100.00 %
XP Eventos Ltda.	Brazil	Media and Events	100.00 %	99.90 %	99.00 %
DM10 Corretora de Seguros Ltda.	Brazil	Insurance Broker	100.00 %	100.00 %	100.00 %
XP Comercializadora de Energia Ltda. (ii)	Brazil	Energy trading	100.00 %	100.00 %	— %
XPAC Acquisition Corp. (vi)	US	Special Purpose Acquisition (SPAC)	20.00 %	20.00 %	— %
XP Distribuidora de Títulos e Valores Mobiliários	Brazil	Securities dealer	100.00 %	100.00 %	— %
Instituto de Gestão e Tecnologia da Informação Ltda. (iv) (ii)	Brazil	Educational content services	100.00 %	100.00 %	— %
Xtage Intermediação S.A.	Brazil	Digital Assets	100.00 %	100.00 %	— %
XP Ativos Digitais Intermediações S.A. (iv)	Brazil	Digital Assets	100.00 %	— %	— %
Habitat Capital Partners (ii)	Brazil	Asset management	99.99 %	— %	— %
XP Administradora de Benefícios Ltda. (iv)	Brazil	Individual health plan intermediation	100.00 %	— %	— %
BTR Administração e Corretagem de Seguros S.A. (ii)	Brazil	Retirement plans and insurance	100.00 %	— %	— %
Consolidated investments funds					
Falx Fundo de Investimento Multimercado Crédito Privado Investimento no Exterior	Brazil	Investment fund	100.00 %	100.00 %	100.00 %
Gladius Fundo de Investimento Multimercado Investimento no Exterior	Brazil	Investment fund	100.00 %	100.00 %	100.00 %
Scorpio Debentures Incentivadas Fundo de Investimento Multimercado Crédito Privado	Brazil	Investment fund	100.00 %	100.00 %	100.00 %
Galea Fundo de Investimento Multimercado Crédito Privado Investimento no Exterior	Brazil	Investment fund	— %	— %	100.00 %
Javelin Fundo de Investimento Multimercado Crédito Privado Investimento no Exterior	Brazil	Investment fund	100.00 %	100.00 %	100.00 %
Spatha Fundo de Investimento Multimercado Crédito Privado Investimento no Exterior	Brazil	Investment fund	— %	— %	100.00 %
Frade Fundo de Investimento em Cotas de Fundos de Investimento em Direitos Creditórios NP	Brazil	Investment fund	100.00 %	100.00 %	100.00 %
Frade III Fundo de Investimento em Cotas de Fundo de Investimento Multimercado Crédito Privado	Brazil	Investment fund	100.00 %	100.00 %	100.00 %
Balista Debentures Incentivadas Fundo de Investimento Multimercado Crédito Privado	Brazil	Investment fund	— %	— %	100.00 %
Coliseu Fundo de Investimento Multimercado Crédito Privado Investimento no Exterior	Brazil	Investment fund	100.00 %	100.00 %	100.00 %
NIMROD Fundo de Investimento Multimercado Crédito Privado Investimento no Exterior	Brazil	Investment fund	100.00 %	100.00 %	100.00 %
XP High Yield Fund SP	Cayman	Investment fund	100.00 %	100.00 %	100.00 %
XP International Fund SPC	Cayman	Investment fund	100.00 %	100.00 %	100.00 %
XP Managers Fundo de Investimento em Participações Multiestratégia	Brazil	Investment fund	100.00 %	100.00 %	100.00 %
XP Alesia Fund SP CL Shares - Brazil Internacional Fund SPC	Cayman	Investment fund	100.00 %	100.00 %	— %
Newave Fundo de Investimento em Participações Multiestratégia	Brazil	Investment fund	90.13 %	100.00 %	— %
Endor Fundo de Investimento em Participações Multiestratégia Investimento no Exterior	Brazil	Investment fund	100.00 %	100.00 %	— %
XP Phalanx CT Fund (iv)	Cayman	Digital assets	100.00 %	— %	— %

(i) The percentage of participation represents the Group's interest in total capital and voting capital of its subsidiaries.

(ii) New subsidiaries acquired in 2020, 2021 and 2022. See further details in Note 5 (ii) below.

(iii) Subsidiaries incorporated in 2018 for operating in the retirement plans and life insurance business, which is regulated by the Superintendency of Private Insurance (SUSEP) in Brazil.

(iv) New subsidiaries and investment funds incorporated in the year.

(v) Subsidiaries and investment funds closed or consolidated by other funds during the year.

(vi) Subsidiaries which the Group holds operational control. The operational control refers to relevant rights the Company have over the subsidiary, that includes, among other topics, the right to nominate the directors and propose the target entity for merger.

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(ii) Business combinations and other developments

(a) Acquisitions in 2022

(i) Habitat

On February 25, 2022, we entered into a binding agreement to acquire 100% of the total capital of Habitat Capital Partners Asset Management, a manager focused on real estate funds. The asset was created with a focus on real estate operations outside the major Brazilian centers and with a strategy of monitoring the entire process in-house, from securitization to control of collection processes. The closing occurred in May 2022 and the total consideration is R\$65,353. The fair value of the identifiable assets acquired and liabilities assumed as of the acquisition date were:

	Habitat
Assets	
Cash	275
Accounts receivable	4,977
Securities	240
Property and equipment	251
Other assets	1,063
	6,806
Liabilities	
Tax and social security obligations	(1,424)
Other liabilities	(66)
Total identifiable net assets at fair value	5,316
Goodwill arising on acquisition	60,037
Purchase consideration transferred	65,353
Analysis of cash flows on acquisition	
Net cash acquired with the subsidiary	(275)
Payable in installments	(8,495)
Contingent consideration	(21,400)
Net of cash flow on acquisition (investing activities)	35,183

As of December 31, 2022, an additional amount of R\$18,230 was paid, amounting to a total of R\$53,413 since the acquisition date. The remaining installments shall be paid at the end of March 2023. The goodwill recognized includes the value of expected synergies arising from the acquisition, which is not separately recognized. In addition, the Group incurred direct costs for the business combinations which were expensed as incurred.

(ii) BTR Benefícios e Seguros

On August 15, 2022, the Group exercised its call options over the equity of BTR Benefícios e Seguros ("BTR") which allowed the Group to acquire up to 100% of the total share of the company. This acquisition will allow the Group to further strengthen its operations on the Health and Benefits front, with a focus on corporate customers. The management of health plans today is a priority topic on the corporate market agenda as it represents, in Brazil, one of the largest costs to most companies. The closing occurred on October 03, 2022, and the total consideration paid, in cash, was R\$1,254. This acquisition is not considered material for XP Inc. consolidated financial statements. No goodwill was recognized in this transaction.

(b) Acquisitions in 2021

Instituto de Gestão e Tecnologia da Informação Ltda ("IGTI")

On November 5, 2021 the Group entered into an agreement to acquire 100% of total share capital of Instituto de Gestão e Tecnologia da Informação LTDA ("IGTI"). The acquisition was concluded on the same date. IGTI operates in the development and coordination of teaching activities, scientific research activities and educational services. The total consideration is R\$46,382. The fair value of the identifiable assets acquired and liabilities assumed as of the acquisition date were:

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	IGTI
Assets	
Cash	346
Property and equipment	633
Intangible assets	17,264
Other assets	178
	18,421
Liabilities	
Accounts payable	(561)
Tax and social security obligations	(834)
Other liabilities	(1,338)
Total identifiable net assets at fair value	15,688
Goodwill arising on acquisition	25,694
Contingent consideration	5,000
Purchase consideration transferred	46,382
Analysis of cash flows on acquisition	
Net cash acquired with the subsidiary	(346)
Payable in installments	(5,000)
Contingent consideration	(5,000)
Net of cash flow on acquisition (investing activities)	36,036

The goodwill recognized includes the value of expected synergies arising from the acquisition, which is not separately recognized. In addition, the Group incurred in direct costs for the business combinations which were expensed as incurred.

Investments in XProject

On August 23, 2021 the Group entered into an agreement, to acquire 100% of total share capital of UFUK Empreendimentos e Participações S.A. later referred to as XProject Participações S.A. The company is a holding which has an objective to acquire participation as a partner or a shareholder in other companies in Brazil and abroad. This acquisition is not considered material for XP Inc. consolidated financial statements.

Investments in XP Energia

On May 4, 2021 the Group entered into an agreement to acquire 100% of total share capital of Solis Comercializadora de Energia Ltda. later denominated XP Comercializadora de Energia Ltda ("XP Energia"). The company's objective is to operate in the wholesale electricity trade, through brokerage, representation, intermediation purchase, sale, import and export; provision of intermediation services between energy buyers and sellers, among other related services. This acquisition is not considered material for XP Inc. consolidated financial statements. The purchase price was mostly allocated to goodwill, representing the value of expected synergies arising from the acquisition.

The results of operations of the businesses acquired for periods prior to acquisition dates, individually and in the aggregate, were not material to the Company's consolidated statements of income and, accordingly, pro forma information has not been presented.

(c) Other developments

SPAC Transactions

On August 3, 2021, XPAC Acquisition Corp. (a subsidiary of XP Inc), completed its initial public offering ("IPO"), offering an aggregate price of R\$134,797 which included the exercise of the underwriter over-allotment option over a portion of shares. XPAC is a special purpose acquisition company, incorporated as a Cayman Islands exempted company for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses. On April, 2022, the Group signed a Business Combination Agreement ("BCA") with the Brazilian biotechnology company SuperBac, which will thus be listed on the US stock exchange. The business combination has a legal term of 24 months since the IPO to be completed and, thus, must be concluded no later than August 2023. The transaction needs to be approved by the SPAC's shareholders in a special shareholder meeting. The financial impact of this transaction on the consolidated financial statements is presented in Note 7a (iii), Note 8 (i), and Note 20b (iii).

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Minority stake acquisitions

XP Inc. entered in agreements through its proprietary funds to acquire a minority stake in (i) Suno Controle S.A. and TMRF Consultoria LTDA., companies within the same economic group which produces free financial content including analyses, news, books, courses, among others, and also distributes paid content through a digital ecosystem, offering personal financial data consolidation, investment recommendations, and advisory; (ii) Estratégia & Timing, which main activity is advisory, consulting, guidance and educational operational assistance in the financial area for business and investment management; (iii) Etrnity which is a holding company used as an exclusive vehicle to participate, directly or indirectly, in companies that act or will act in the financial and capital markets; (iv) AZ Quest which is one of the largest and most traditional independent asset management companies in Brazil; (v) Direto S.A., a real estate loan startup, (vi) Inside, with content on product reviews linked to variable income and with accessible language for the retail public and (vii) Oriz Participações S.A., a holding company which operates with wealth management and will leverage XP's Wealth Services business as a mature, robust and high-end solution to serve the most sophisticated wealth managers, strengthening XP's presence in the Private High and Ultra High segments.

The total fair value consideration recorded for those acquisitions during the period ended December 31, 2022, is R\$332,114 (Note 15).

New digital assets trading platform

On May 12, 2022, XP announced the creation of XTage, a new trading platform for digital assets in collaboration with Nasdaq, a global leading technology company serving the capital markets and other industries. The trading platform is fully integrated into XP Inc's ecosystem, giving customers a frictionless process to invest using existing XF services.

Merger agreement signed with Banco Modal S.A

On January 6, 2022, the Group entered into a binding agreement to acquire (by a shares merger transaction subject to Brazilian corporate law) up to 100% of the total share of Banco Modal which will be paid with up to 19.5 million newly issued XP Inc. Brazilian Depository Receipts (BDR), implying a premium of 5% over Banco Modal's last thirty days average price. The companies share the common goal of exceeding clients' expectations and democratizing access to high quality and low-cost financial products and services. The acquisition is expected to deliver solid and sustainable accretion to the shareholders of both companies. As of December 31, 2022, the acquisition is pending approval of the Brazilian Central Bank (BACEN). The transaction was approved by Administrative Council for Economic Defense (CADE) in July 2022 and by Moc shareholders on March 29, 2023. For more information, please refer to Item 4. A. - Acquisitions and New Lines of Business.

6. Securities purchased (sold) under resale (repurchase) agreements

a) Securities purchased under resale agreements

	2022	2021
Collateral held	834,975	3,322,254
National Treasury Notes (NTNs) ⁽ⁱ⁾	645,188	2,671,122
National Treasury Bills (LTNs) ⁽ⁱ⁾	—	544,546
Debentures ⁽ⁱⁱ⁾	84,065	37,688
Real Estate Receivable Certificates (CRI) ⁽ⁱⁱ⁾	82,633	43,397
Other	23,089	25,501
Collateral repledge	6,771,526	5,574,846
National Treasury Bills (LTNs) ⁽ⁱ⁾	227,713	—
National Treasury Notes (NTNs) ⁽ⁱ⁾	2,842,159	1,556,303
Debentures ⁽ⁱⁱ⁾	929,346	906,519
Real Estate Receivable Certificates (CRI) ⁽ⁱⁱ⁾	2,019,639	2,586,893
Financial credit bills (LF) ⁽ⁱⁱ⁾	—	525,131
Agribusiness Receivables Certificates (CRA)	101,091	—
Agribusiness Credit Bill	171,730	—
Other	479,848	—
Expected Credit Loss ⁽ⁱⁱⁱ⁾	(2,681)	(2,569)
Total	7,603,820	8,894,531

(i) Investments in purchase and sale commitments collateral-backed by sovereign debt securities refer to transactions involving the purchase of sovereign debt securities with a commitment to sale originated mainly in the subsidiaries XP CCTVM, Banco XP and in exclusive funds.

(ii) Refers to fixed-rate fixed-income assets, which are low-risk investments collateral-backed.

(iii) The reconciliation of gross carrying amount and the expected credit loss segregated by stages are presented in the Note 14.

As of December 31, 2022, securities purchased under resale agreements were carried out at average interest rates of 13.65% p.a. (9.15% p.a. as of December 31, 2021).

As of December 31, 2022, the amount of R\$646,478 (December 31, 2021 – R\$1,071,328) from the total amount of collateral held portfolio is being presented as cash equivalents in the statements of cash flows.

b) Securities sold under repurchase agreements

	2022	2021
National Treasury Bills (LTNs)	8,569,145	3,325,188
National Treasury Notes (NTNs)	12,347,218	10,098,672
Financial Treasury Bills (LFTs)	533,509	7,515,712
Debentures	1,831,846	553,953
Real Estate Receivable Certificates (CRI)	6,471,410	4,324,155
Financial credit bills (LF)	1,111,890	463,665
Agribusiness Receivables Certificates (CRA)	925,073	—
Total	31,790,091	26,281,345

As of December 31, 2022, securities sold under repurchase agreements were agreed with average interest rates of 13.65% p.a. (December 31, 2021 – 9.14% p.a.).

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7. Securities

a) Securities classified at fair value through profit and loss are presented in the following table:

	2022				2021			
	Gross carrying amount	Fair value	Group portfolio	Retirement plan assets ⁽ⁱ⁾	Gross carrying amount	Fair value	Group portfolio	Retirement plan assets ⁽ⁱ⁾
Financial assets								
At fair value through profit or loss								
Available portfolio	86,273,732	86,336,920	40,648,295	45,688,625	56,899,391	56,985,365	24,982,206	32,003,159
Brazilian onshore sovereign bonds	25,262,407	25,127,998	22,799,302	2,328,696	15,577,753	15,582,410	12,708,187	2,874,223
Investment funds	42,274,069	42,274,069	2,389,131	39,884,938	28,494,662	28,494,662	2,184,461	26,310,201
Stocks issued by public-held company	5,494,957	5,494,957	5,155,761	339,196	4,768,724	4,768,724	4,059,183	709,541
Debentures	5,013,524	4,990,882	2,768,843	2,222,039	4,493,406	4,522,150	3,091,370	1,430,780
Structured transaction certificate	243,790	285,560	285,560	—	235,794	270,225	270,225	—
Bank deposit certificates ⁽ⁱⁱ⁾	525,778	541,294	523,859	17,435	352,770	356,313	331,605	24,708
Agribusiness receivables certificates	1,998,287	1,984,686	1,964,977	19,709	573,374	579,224	579,224	—
Certificate of real estate receivable	1,799,625	1,803,111	1,800,671	2,440	568,347	575,717	575,717	—
Financial credit bills	663,589	738,028	16,981	721,047	663,236	669,819	28,661	641,158
Real estate credit bill	2,299,236	2,302,124	2,302,124	—	—	—	—	—
Others ^(iv)	698,470	794,211	641,086	153,125	1,171,325	1,166,121	1,153,573	12,548
Investments held in trust accounts	1,176,084	1,176,084	1,176,084	—	1,194,590	1,194,590	1,194,590	—
US government bonds ⁽ⁱⁱⁱ⁾	1,176,084	1,176,084	1,176,084	—	1,194,590	1,194,590	1,194,590	—
Total	87,449,816	87,513,004	41,824,379	45,688,625	58,093,981	58,179,955	26,176,796	32,003,159

(i) Those financial products represent investment contracts that have the legal form of retirement plans, which do not transfer substantial insurance risk to the Group. Therefore, contributions received from participants are accounted for as liabilities and an asset of the participant in the linked Specially Constituted Investment Fund ("FIE"). Besides assets which are presented segregated above, as retirement plan assets, the Group has proprietary assets to guarantee the solvency of our insurance and pension plan operations, under the terms of CNSP Resolution No. 432/2021, presented as Group portfolio, within investment funds line. As of December 31, 2022, those assets represent R\$183,732 (December 31, 2021 - R\$106,425).

(ii) Bank deposit certificates include R\$252,877 (December 31, 2021 - R\$194,892) presented as cash equivalents in the statements of cash flows.

(iii) Related to investments received through IPO transactions derived by XPAC Acquisition Corp. These funds are restricted for use and may only be used for purposes of completing an initial business combination or redemption of public shares as set forth in XPAC Acquisition Corp. trust agreement.

(iv) Mainly related to bonds issued and traded overseas and other securities.

b) Securities at fair value through other comprehensive income are presented in the following table:

	2022		2021	
	Gross carrying amount	Fair value	Gross carrying amount	Fair value
Financial assets				
At fair value through other comprehensive income				
Brazilian onshore sovereign bonds	33,532,740	32,931,403	32,725,011	31,868,878
Brazilian offshore sovereign bonds	1,379,129	1,321,258	458,755	463,499
Corporate bonds	238,730	226,007	—	—
Total	35,150,599	34,478,668	33,183,766	32,332,377

c) Securities evaluated at amortized cost are presented in the following table:

	2022		2021	
	Gross carrying amount	Book value	Gross carrying amount	Book value
Financial assets				
At amortized cost⁽ⁱ⁾				
Brazilian onshore sovereign bonds	5,835,971	5,834,628	—	—
Foreign sovereign bonds	1,743,688	1,742,311	1,871,273	1,868,776
Rural product note	507,131	506,927	328,638	328,638
Debentures	—	—	41,393	41,393
Commercial notes	1,188,237	1,188,237	—	—
Total	9,275,027	9,272,103	2,241,304	2,238,807

(i) Includes expected credit loss in the amount of R\$2,924 (December 31, 2021 – R\$2,497). The reconciliation of gross carrying amount and the expected credit losses segregated by stages are presented in the Note 14.

d) Securities on the financial liabilities classified at fair value through profit or loss are presented in the following table:

	2022		2021	
	Gross carrying amount	Fair value	Gross carrying amount	Fair value
Financial liabilities				
At fair value through profit or loss				
Securities loaned	13,048,246	13,048,246	2,146,398	2,146,398

e) Debentures designated at fair value through profit or loss are presented in the following table:

On May 6, 2021, XP Investimentos, issued non-convertible Debentures, in the aggregate amount of R\$00,018, with the objective of funding the Group's working capital for the construction of "Vila XP" at São Roque, State of São Paulo and designated this instrument as fair value through profit or loss in order to align it with the Group's risk management and investment strategy. The principal amount is due on April 10, 2036. The accrued interest is payable every month from the issuance date and is calculated based on the IPCA (Brazilian inflation index) plus 5%p.a.

	2022		2021	
	Gross carrying amount	Fair value	Gross carrying amount	Fair value
Financial liabilities				
At fair value through profit or loss				
Debentures	567,838	481,019	536,881	518,804

Unrealized gains/(losses) due to own credit risk for liabilities for which the fair value option has been elected are recorded in other comprehensive income. Gain/(losses) due to own credit risk were not material for the period ended December 31, 2022.

Determination of own credit risk for items for which the fair value option was elected

The debenture's own credit risk is calculated as the difference between its yield and its benchmark rate for similar Brazilian federal securities.

e.1) Difference between aggregate fair value and aggregate remaining contractual principal balance outstanding

The following table reflects the difference between the aggregate fair value and the aggregate remaining contractual principal balance outstanding as of December 31, 2022 for instruments for which the fair value option has been elected.

	2022		Fair value/(under) contractual principal outstanding
	Contractual principal outstanding	Fair value	
Long-term debt			
Debentures	567,838	481,019	(86,819)

f) Below is presented the securities classified by maturity:

	Assets		Liabilities	
	2022	2021	2022	2021
Financial assets				
At fair value through PL and at OCI				
Current	73,569,049	47,431,624	13,048,246	2,146,398
Non-stated maturity	49,001,359	31,425,792	13,048,246	2,146,398
Up to 3 months	18,739,708	4,556,261	—	—
From 4 to 12 months	5,827,982	11,449,571	—	—
Non-current	48,422,623	43,088,235	481,019	518,804
After one year	48,422,623	43,088,235	481,019	518,804
Evaluated at amortized cost				
Current	7,952,328	1,891,889	—	—
Up to 3 months	3,327,313	1,698,760	—	—
From 4 to 12 months	4,625,015	193,129	—	—
Non-current	1,319,775	349,415	—	—
After one year	1,319,775	349,415	—	—
Total	131,263,775	92,761,163	13,529,265	2,665,202

The reconciliation of expected loss to financial assets at amortized cost – securities segregated by stage according with to IFRS 9 is demonstrated in Note 14.

8. Derivative financial instruments

The Group trades derivative financial instruments with various counterparties to manage its overall exposures (interest rate, foreign currency and fair value of financial instruments) and to assist its customers in managing their own exposures. The fair value of derivative financial instruments, comprised of futures, forward, options, and swaps operations, is determined in accordance with the following criteria:

- Swap – These operations swap cash flow based on the comparison of profitability between two indexers, thus, the agent assumes both positions – put in one indexer and call on another.
- Forward - at the market quotation value, and the installments receivable or payable are fixed to a future date, adjusted to present value, based on market rates published at B3.

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- Futures – Foreign exchange rates, prices of shares and commodities are commitments to buy or sell a financial instrument at a future date, at a contracted price or yield and may be settled in cash or through delivery. Daily cash settlements of price movements are made for all instruments.
- Options - option contracts give the purchaser the right to buy or sell the instrument at a fixed price negotiated at a future date. Those who acquire the right must pay a premium to the seller of the right. This premium is not the price of the instrument, but only an amount paid to have the option (possibility) to buy or sell the instrument at a future date for a previously agreed price.

Positions with derivative financial instruments as of December 31, 2022 and 2021 are shown below:

	2022					
	Notional	Fair Value	%	Up to 3 months	From 4 to 12 months	Above 12 months
Assets						
Options	1,253,758,408	5,542,340	94	1,209,290	1,931,618	2,401,432
Swap contracts	32,705,136	2,828,613	2	62,729	350,012	2,415,872
Forward contracts	16,058,162	549,953	1	352,796	132,119	65,038
Future contracts	34,679,065	296,249	3	73,621	222,628	—
Total	1,337,200,771	9,217,155	100	1,698,436	2,636,377	4,882,342
Liabilities						
Options	852,098,826	7,086,946	84	1,387,988	1,781,457	3,917,501
Swap contracts	13,755,838	839,421	1	44,526	261,669	533,226
Forward contracts	13,548,954	511,167	1	150,119	224,932	136,116
Future contracts	140,039,765	161,574	14	53,421	72,349	35,804
Others (i)	84,184	6,301	—	6,301	—	—
Total	1,019,527,567	8,605,409	100	1,642,355	2,340,407	4,622,647

(i) Related to Public Warrants liabilities issued by XPAC Acquisition Corp.

Below is the composition of the Derivative financial instruments portfolio (assets and liabilities) by type of instrument, stated fair value and by maturity:

	2021					
	Notional	Fair value	%	Up to 3 months	From 4 to 12 months	Above 12 months
Assets						
Swap contracts	75,380,631	2,577,311	14	73,016	259,300	2,244,995
Forward contracts	88,107,328	1,601,167	16	404,764	216,895	979,508
Future contracts	11,932,285	194,910	2	21,891	3,275	169,745
Options	371,849,357	6,570,326	68	1,474,816	2,281,088	2,814,421
Total	547,269,601	10,943,714	100	1,974,487	2,760,558	6,208,669
Liabilities						
Options	311,295,196	8,112,055	69	1,941,553	1,937,725	4,232,777
Forward contracts	44,968,097	1,057,426	18	62,935	68,398	926,093
Future contracts	13,041,450	157,710	10	6	4,814	152,890
Swap contracts	82,520,691	2,561,327	3	113,754	240,005	2,207,568
Others (i)	84,184	19,665	—	19,665	—	—
Total	451,909,618	11,908,183	100	2,137,913	2,250,942	7,519,328

(i) Related to Public Warrants liabilities issued by XPAC Acquisition Corp.

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Derivatives financial instruments by index:

	2022		2021	
	Notional	Fair value	Notional	Fair value
Swap Contracts				
<i>Asset Position</i>				
Interest	20,616,960	739,698	66,123,491	1,799,953
Foreign exchange	1,647,089	15,906	1,978,886	16,013
Share	10,302,018	2,054,430	7,278,254	761,345
Commodities	139,069	18,579	—	—
<i>Liability Position</i>				
Interest	13,106,906	(630,539)	75,207,636	(2,461,848)
Foreign exchange	648,932	(208,882)	5,888,850	(28,509)
Share	—	—	1,424,205	(70,970)
Forward Contracts				
<i>Asset Position</i>				
Foreign exchange	15,516,883	213,311	81,544,253	282,775
Share	305,614	306,516	4,603,031	412,097
Interest	233,977	30,126	906,295	906,295
Commodities	1,688	—	1,053,749	—
<i>Liability Position</i>				
Foreign exchange	13,548,954	(511,167)	42,367,576	(139,642)
Interest	—	—	906,302	(906,302)
Share	—	—	11,482	(11,482)
Commodities	—	—	1,682,737	—
Future Contracts				
<i>Purchase commitments</i>				
Foreign exchange	6,041,572	1,182	155,487	194,910
Interest	26,020,396	291,057	11,629,715	—
Share	180,720	—	147,083	—
Commodities	2,436,377	4,010	—	—
<i>Commitments to sell</i>				
Interest	111,237,614	(111,008)	12,188,922	(157,710)
Foreign exchange	25,134,918	(20,290)	705,334	—
Share	3,006,462	(23,268)	147,083	—
Commodities	660,771	(7,007)	111	—
Options				
<i>Purchase commitments</i>				
Foreign exchange	237,680,984	1,352,521	25,973,934	2,248,676
Share	462,926,358	2,394,104	72,883,420	3,146,174
Interest	544,855,750	1,681,487	272,987,997	1,160,526
Commodities	8,295,316	114,228	4,006	14,950
<i>Commitments to sell</i>				
Foreign exchange	234,719,499	(1,504,068)	24,541,428	(3,080,095)
Share	26,017,420	(4,245,924)	13,690,202	(2,788,089)
Interest	590,924,462	(1,223,999)	272,383,162	(2,129,996)
Commodities	437,445	(112,956)	680,404	(113,875)
Others				
<i>Liability Position</i>				
Share	84,184	(6,301)	84,184	(19,665)
Assets				
		9,217,155		10,943,714
Liabilities				
		(8,605,409)		(11,908,183)
Net		611,746		(964,469)

9. Hedge accounting

The Group has three types of hedge relationships: hedge of net investment in foreign operations, fair value hedge and cash flow hedge. For hedge accounting purposes, the risk factors measured by the Group are:

- Interest Rate: Risk of volatility in transactions subject to interest rate variations;
- Currency: Risk of volatility in transactions subject to foreign exchange variation;
- Stock Grant Charges: Risk of volatility in XP Inc stock prices, listed on NASDAQ.

The structure of risk limits is extended to the risk factor level, where specific limits aim at improving the monitoring and understanding processes, as well as avoiding concentration of these risks.

The structures designed for interest rate and exchange rate categories take into account total risk when there are compatible hedging instruments. In certain cases, management may decide to hedge a risk for the risk factor term and limit of the hedging instrument.

The designated coverage ratio effectiveness range is 80 to 125% of the risk factor eligible for coverage. Sources of ineffectiveness are in general related to the counterparty's credit risk and possible mismatches of terms between the hedging instrument and the hedged item, such as the hedged item and hedging instrument occur or are settled at different dates.

a) Hedge of net investment in foreign operations

In the period ended December 31, 2022, the objective for the Group was to hedge the risk generated by the US\$ variation from investments in our subsidiaries in the United States, XP Holdings International and XP Advisors Inc.

The Group has entered into derivatives contracts to protect against changes in future cash flows and exchange rate variation of net investments in foreign operations.

The Group undertakes risk management through the economic relationship between hedge instruments and hedged items, in which it is expected that these instruments will move in opposite directions, in the same proportions, with the aim of neutralizing the risk factors.

Strategies	Hedged item			Hedge instrument	
	Book Value		Variation in value recognized in Other comprehensive income	Notional value	Variation in the amounts used to calculate hedge ineffectiveness
	Assets	Liabilities			
	2022				
Foreign exchange risk					
Hedge of net investment in foreign operations	395,594	—	(17,281)	414,043	18,480
Total	395,594	—	(17,281)	414,043	18,480
	2021				
Foreign exchange risk					
Hedge of net investment in foreign operations	310,069	—	19,474	440,022	(18,758)
Total	310,069	—	19,474	440,022	(18,758)
	2020				
Foreign exchange risk					
Hedge of net investment in foreign operations	245,986	—	52,299	349,218	(60,563)
Total	245,986	—	52,299	349,218	(60,563)

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b) Fair value hedge

The Group's fair value strategy consists of hedging the exposure to variation in fair value on the receipt, payment of interests and exchange variation on assets and liabilities.

The group applies fair value hedges as follows:

- Hedging the exposure of fixed income securities carried out through structured operations certificates. The market risk hedge strategy involves avoiding temporary fluctuations in earnings arising from changes in the interest rate market in Reais. Once this risk is offset, the Group seeks to index the portfolio to the CDI, through the use of derivatives (DI1 Futuro).
The hedge is contracted in order to neutralize the total exposure to the market risk of the fixed-income funding portfolio, excluding the portion of the fixed-income compensation represented by the credit spread of Banco XP S.A., seeking to obtain the closest match deadlines and volumes as possible.
- Hedging to protect the change in the fair value of the exchange and interest rate risk of the component of future cash flows arising from the XP Inc bond issued (financial liability) recognized in the balance sheet of XP Inc in July 2021 by contracting derivatives.
- Hedging the exposure of fixed-income securities carried out through sovereign and corporate bonds issued in local or foreign currencies, mainly US Dollars. The market risk hedge strategy involves avoiding temporary fluctuations in statement of income arising from changes in the interest rate market. Once this risk is offset, the Group seeks to index the portfolio to the CDI, through the use of derivatives.

The effects of hedge accounting on the financial position and performance of the Group are presented below:

Strategies	Hedged item			Hedge instrument	
	Book Value		Variation in value recognized in income	Notional value	Variation in the amounts used to calculate hedge ineffectiveness
	Assets	Liabilities			
	2022				
Interest rate and foreign exchange risk					
Structured notes	—	10,648,559	726,798	10,663,672	(734,656)
Issued bonds	—	3,889,699	323,881	3,646,613	(362,994)
Fixed income bonds	3,589,909	—	(163,541)	3,577,084	165,164
Total	3,589,909	14,538,258	887,138	17,887,369	(932,486)

Strategies	Hedged item			Hedge instrument	
	Book Value		Variation in value recognized in income	Notional value	Variation in the amounts used to calculate hedge ineffectiveness
	Assets	Liabilities			
	2021				
Interest rate and foreign exchange risk					
Structured notes	—	7,635,838	493,728	7,608,546	(481,464)
Issued bonds	—	1,628,492	12,462	1,689,453	(13,727)
Total	—	9,264,330	506,190	9,297,999	(495,191)

c) Cash flow hedge

In March 2022, XP Inc recorded a new hedge structure, in order to neutralize the impacts of XP share price variation on highly probable labor tax payments related to share based compensation plans using SWAP-TRS contracts. The transaction has been elected for hedge accounting and classified as cash flow hedge in accordance with IFRS 9. Labor tax payments are due upon delivery of shares to employees under share-based compensation plans and are directly related to share price at that time.

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The effects of hedge accounting on the financial position and performance of the Group are presented below:

Strategies	Hedged item			Hedge instrument	
	Book Value		Variation in value recognized in Other comprehensive income	Notional value	Variation in the amounts used to calculate hedge ineffectiveness
	Assets	Liabilities			
	2022				
Market price risk					
Long term incentive plan taxes	—	262,756	346,900	261,818	(348,248)
Total	—	262,756	346,900	261,818	(348,248)

The table below presents, for each risk factor and hedging instruments categories, the nominal value and the adjustments to the fair value of the hedging instruments and the book value of the hedged object:

Hedge Instruments	2022				
	Notional amount	Book value (i)		Variation in fair value used to calculate hedge ineffectiveness	Hedge ineffectiveness recognized in income
		Assets	Liabilities		
Interest rate risk					
Futures	17,604,185	3,589,909	14,218,543	(890,103)	(41,295)
Foreign exchange risk					
Futures	697,227	395,594	319,715	(23,903)	(2,825)
Market price risk					
Swaps	261,818	—	262,756	(348,248)	(1,348)
	2021				
Hedge Instruments	Notional amount	Book value (i)		Variation in fair value used to calculate hedge ineffectiveness	Hedge ineffectiveness recognized in income
		Assets	Liabilities		
Interest rate risk					
Futures	8,861,195	—	8,830,343	(491,649)	10,995
Foreign exchange risk					
Futures	876,826	310,069	433,987	(22,300)	720

The table below presents, for each strategy, the notional amount and the fair value adjustments of hedging instruments and the book value of the hedged item:

Strategies	December 31, 2022			December 31, 2021			December 31, 2020		
	Hedge instruments		Hedge item	Hedge instruments		Hedge item	Hedge instruments		Hedge item
	Notional amount	Fair value adjustments	Book value	Notional amount	Fair value adjustments	Book value	Notional amount	Fair value adjustments	Book value
Hedge of fair value	17,887,369	(932,486)	887,138	9,297,999	(495,191)	506,190	2,188,732	(47,923)	46,795
Hedge of net investment in foreign operations	414,043	18,480	(17,252)	440,022	(18,758)	19,474	349,218	(60,563)	52,299
Hedge of cash flow	261,818	(348,248)	346,900	—	—	—	—	—	—
Total	18,563,230	(1,262,254)	1,216,786	9,738,021	(513,949)	525,664	2,537,950	(108,486)	99,094

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The table below shows the breakdown notional value by maturity of the hedging strategies:

	2022						
	0-1 year	1-2 years	2-3 years	3-4 years	4-5 years	5-10 years	Total
Hedge of fair value	229,368	707,421	2,773,333	5,913,477	5,930,291	2,333,479	17,887,369
Hedge of net investment in foreign operations	381,958	—	32,085	—	—	—	414,043
Hedge of cash flow	261,818	—	—	—	—	—	261,818
Total	873,144	707,421	2,805,418	5,913,477	5,930,291	2,333,479	18,563,230

	2021						
	0-1 year	1-2 years	2-3 years	3-4 years	4-5 years	5-10 years	Total
Hedge of fair value	136,636	276,219	478,745	972,199	4,510,125	2,924,075	9,297,999
Hedge of net investment in foreign operations	384,217	—	—	55,805	—	—	440,022
Total	520,853	276,219	478,745	1,028,004	4,510,125	2,924,075	9,738,021

	2020						
	0-1 year	1-2 years	2-3 years	3-4 years	4-5 years	5-10 years	Total
Hedge of fair value	1,977	13,375	94,099	44,843	672,978	1,361,460	2,188,732
Hedge of net investment in foreign operations	—	—	146,547	202,671	—	—	349,218
Total	1,977	13,375	240,646	247,514	672,978	1,361,460	2,537,950

10. Loan operations

Following are the breakdown of the carrying amount of loan operations by class, sector of debtor, maturity and concentration:

Loans by type	2022	2021
Pledged asset loan	20,198,764	11,789,419
Retail	10,932,086	7,296,172
Companies	5,311,675	1,887,649
Credit card	3,955,003	2,605,598
Non-pledged loan	2,061,774	1,054,618
Retail	309,468	117,032
Companies	546,678	937,586
Credit card	1,205,628	—
Total loans operations	22,260,538	12,844,037
Expected Credit Loss (Note 10)	(49,377)	(24,410)
Total loans operations, net of Expected Loss	22,211,161	12,819,627

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By maturity	2022	2021
Due in 3 months or less	2,496,982	2,539,387
Due after 3 months through 12 months	7,211,321	2,081,563
Due after 12 months	12,552,235	8,223,087
Total Loans operations	22,260,538	12,844,037

By concentration	2022	2021
Largest debtor	814,284	227,229
10 largest debtors	2,458,714	1,162,802
20 largest debtors	3,241,494	1,721,591
50 largest debtors	4,484,877	2,793,814
100 largest debtors	5,615,708	3,899,644

XP Inc offers loan products through Banco XP to its customers. The loan products offered to its customers are mostly collateralized by customers' investments on XP platform and credit product strictly related to investments in structured notes, in which the borrower is able to operate leveraged, retaining the structured note itself as guarantee for the loan.

At December 31, 2021 and 2022 expected credit losses were recognized in relation to all financial assets, in accordance with the Group's expected credit losses model.

The reconciliation of gross carrying amount and the expected credit losses in loan operations segregated by stage according with IFRS 9 is included in Note 14. These stages are periodically reassessed in accordance with XP Inc.'s credit risk policy.

11. Accounts receivable

	2022	2021
Customers ^(a)	522,117	419,532
Dividends and interest receivable on equity capital - Funds	82,545	3,593
Other ^(b)	28,011	52,492
(-) Expected credit losses on accounts receivable (Note 14(b))	(34,786)	(6,531)
Total	597,887	469,086

(a) Refers to receivables from management fees arising from the distribution of funds and amounts receivable related to service provision, which have an average term of 30 days. There is no concentration on the balances receivable as of December 31, 2022 and 2021.

(b) Mainly related to accounts receivable from B3.

The reconciliation of gross carrying amount and the expected credit loss in Accounts receivable segregated by stage according with IFRS 9 is included in Note 14.

12. Recoverable taxes

	2022	2021
Prepayments of income taxes (IRPJ and CSLL)	142,708	146,636
Contributions over revenue (PIS and COFINS)	19,453	5,654
Taxes on services (ISS)	1,087	1,026
Total	163,248	153,316
Current	163,248	153,316
Non-current	-	-

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13. Prepaid expenses

	2022	2021
Commissions and premiums paid in advance ^(a)	3,863,986	3,737,354
Marketing expenses	16,893	28,147
Services paid in advance	48,775	41,990
Other expenses paid in advance	310,453	175,259
Total	4,240,107	3,982,750
Current	789,609	251,973
Non-current	3,450,498	3,730,777

(a) Mostly comprised by long term investment programs implemented by XP CCTVM through its network of IFAs. These commissions and premiums paid are recognized at the signing date of each contract and are amortized in the Group's income statement, linearly, according to the investment term period.

14. Expected Credit Losses on Financial Assets and Reconciliation of carrying amount

a) Reconciliation of carrying amount of Financial Assets

It is presented below the reconciliation by stage of gross carrying amount of Financial assets through other comprehensive income and Financial assets measured at amortized cost – that have their ECLs (Expected Credit Losses) measured using the three-stage model and the low credit risk simplification.

Stage 1	Balance at December 31, 2021	Acquisition / (Settlements)	Transfer to stage 2	Transfer to stage 3	Transfer from stage 2	Transfer from stage 3	Closing balance December 31, 2022
Financial assets at fair value through other comprehensive income							
Securities	32,339,904	2,810,695	—	—	—	—	35,150,599
Financial assets amortized cost							
Securities	2,241,304	7,033,723	—	—	—	—	9,275,027
Securities purchased under agreements to resell	8,897,100	(1,290,599)	—	—	—	—	7,606,501
Loans and credit card operations	12,153,549	9,522,224	(945,055)	(12,373)	449,698	5	21,168,048
Total on-balance exposures	55,631,857	18,076,043	(945,055)	(12,373)	449,698	5	73,200,175
Off-balance exposures (credit card limits)	1,307,986	3,639,893	(241,705)	—	53,124	—	4,759,298
Total exposures	56,939,843	21,715,936	(1,186,760)	(12,373)	502,822	5	77,959,473
Stage 2							
Financial assets amortized cost							
Loans and credit card operations	686,994	(102,544)	(449,698)	(6,642)	945,055	5	1,073,170
Total on-balance exposures	686,994	(102,544)	(449,698)	(6,642)	945,055	5	1,073,170
Off-balance exposures (credit card limits)	59,408	7,548	(53,125)	—	241,705	3	255,539
Total exposures	746,402	(94,996)	(502,823)	(6,642)	1,186,760	8	1,328,709

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Stage 3	Balance at December 31, 2021	Acquisition / (Settlements)	Transfer to stage 1	Transfer to stage 2	Transfer from stage 1	Transfer from stage 2	Closing balance December 31, 2022
Financial assets amortized cost							
Loans and credit card operations	3,494	(3,180)	(5)	(5)	12,373	6,642	19,319
Total on-balance exposures	3,494	(3,180)	(5)	(5)	12,373	6,642	19,319
Off-balance exposures (credit card limits)	5	(2)	—	(3)	—	—	—
Total exposures	3,499	(3,182)	(5)	(8)	12,373	6,642	19,319

Consolidated Stages	Balance at December 31, 2021	Derecognition	Purchases / (Settlements)	Closing balance December 31, 2022
Financial assets at fair value through other comprehensive income				
Securities	32,339,904	—	2,810,695	35,150,599
Financial assets amortized cost				
Securities	2,241,304	—	7,033,723	9,275,027
Securities purchased under agreements to resell	8,897,100	—	(1,290,599)	7,606,501
Loans and credit card operations	12,844,037	—	9,416,500	22,260,537
Total on-balance exposures	56,322,345	—	17,970,319	74,292,664
Off-balance exposures (credit card limits)	1,367,399	—	3,647,438	5,014,837
Total exposures	57,689,744	—	21,617,757	79,307,501

Stage 1	Balance at December 31, 2020	Acquisition / (Settlements)	Transfer to stage 2	Transfer to stage 3	Transfer from stage 2	Transfer from stage 3	Closing balance December 31, 2021
Financial assets at fair value through other comprehensive income							
Securities	19,047,899	13,292,005	—	—	—	—	32,339,904
Financial assets amortized cost							
Securities	1,829,791	411,513	—	—	—	—	2,241,304
Securities purchased under agreements to resell	6,627,779	2,269,321	—	—	—	—	8,897,100
Loans and credit card operations	3,599,808	9,013,279	(667,692)	(3,494)	211,648	—	12,153,549
Total on-balance exposures	31,105,277	24,986,118	(667,692)	(3,494)	211,648	—	55,631,857
Off-balance exposures (credit card limits)	—	1,334,467	(59,408)	(5)	32,932	—	1,307,986
Total exposures	31,105,277	26,320,585	(727,100)	(3,499)	244,580	—	56,939,843

Stage 2	Balance at December 31, 2020	Acquisition / (Settlements)	Transfer to stage 2	Transfer to stage 3	Transfer from stage 2	Transfer from stage 3	Closing balance December 31, 2021
Financial assets amortized cost							
Loans and credit card operations	325,621	(94,671)	(211,648)	—	667,692	—	686,994
Total on-balance exposures	325,621	(94,671)	(211,648)	—	667,692	—	686,994
Off-balance exposures (credit card limits)	35,810	(2,878)	(32,932)	—	59,408	—	59,408
Total exposures	361,431	(97,549)	(244,580)	—	727,100	—	746,402

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Stage 3	Balance at December 31, 2020	Acquisition / (Settlements)	Transfer to stage 1	Transfer to stage 2	Transfer from stage 1	Transfer from stage 2	Closing balance December 31, 2021
Financial assets amortized cost							
Loans and credit card operations	—	—	—	—	3,494	—	3,494
Total on-balance exposures	—	—	—	—	3,494	—	3,494
Off-balance exposures (credit card limits)	—	—	—	—	5	—	5
Total exposures	—	—	—	—	3,499	—	3,499

Consolidated Stages	Balance at December 31, 2020	Derecognition	Purchases / (Settlements)	Closing balance December 31, 2021
Financial assets at fair value through other comprehensive income				
Securities	19,047,899	—	13,292,005	32,339,904
Financial assets amortized cost				
Securities	1,829,791	—	411,513	2,241,304
Securities purchased under agreements to resell	6,627,779	—	2,269,321	8,897,100
Loans and credit card operations	3,925,429	—	8,918,608	12,844,037
Total on-balance exposures	31,430,898	—	24,891,447	56,322,345
Off-balance exposures (credit card limits)	35,810	—	1,331,589	1,367,399
Total exposures	31,466,708	—	26,223,036	57,689,744

The following table presents the gross carrying amount of Financial assets measured at amortized cost that have their ECLs measured using the simplified approach:

Operations	2022	2021
Financial assets amortized cost		
Securities trading and intermediation	3,376,179	1,487,639
Accounts Receivable	632,673	475,617
Other financial assets	3,568,298	511,181
Total	7,577,150	2,474,437

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b) Expected credit loss

The table below presents the changes in ECLs, measured according to the three stage model, for assets classified as Financial assets through other comprehensive income and Financial assets measured at a amortized cost in the period ended December 31, 2022 and December 31, 2021, segregated by stages:

Stage 1	ECL at December 31, 2021	Increase / (Reversal)	Transfer to stage 2	Transfer to stage 3	Transfer from stage 2	Transfer from stage 3	ECL at December 31, 2022
Financial assets at fair value through other comprehensive income							
Securities	7,527	550	—	—	—	—	8,077
Financial assets amortized cost							
Securities	2,497	427	—	—	—	—	2,924
Securities purchased under agreements to resell	2,569	112	—	—	—	—	2,681
Loans and credit card operations	13,957	21,827	(6,940)	(8,624)	1,092	—	21,312
Total on-balance exposures	26,550	22,916	(6,940)	(8,624)	1,092	—	34,994
Off-balance exposures (credit card limits)	726	5,413	(1,394)	—	55	—	4,800
Other off-balance exposures	—	15,214	—	—	—	—	15,214
Total exposures	27,276	43,543	(8,334)	(8,624)	1,147	—	55,008

Stage 2	ECL at December 31, 2021	Increase / (Reversal)	Transfer to stage 1	Transfer to stage 3	Transfer from stage 1	Transfer from stage 3	ECL at December 31, 2022
Financial assets amortized cost							
Loans and credit card operations	7,242	(127)	(1,091)	(5,308)	6,940	—	7,656
Total on-balance exposures	7,242	(127)	(1,091)	(5,308)	6,940	—	7,656
Off-balance exposures (credit card limits)	288	(198)	(56)	—	1,394	—	1,428
Total exposures	7,530	(325)	(1,147)	(5,308)	8,334	—	9,084

Stage 3	ECL at December 31, 2021	Increase / (Reversal)	Transfer to stage 1	Transfer to stage 3	Transfer from stage 1	Transfer from stage 3	ECL at December 31, 2022
Financial assets amortized cost							
Loans and credit card operations	2,197	(1,948)	—	—	8,624	5,308	14,181
Total on-balance exposures	2,197	(1,948)	—	—	8,624	5,308	14,181
Total exposures	2,197	(1,948)	—	—	8,624	5,308	14,181

Consolidated Stages	ECL at December 31, 2021	Increase / (Reversal)	ECL at December 31, 2022
Financial assets at fair value through other comprehensive income			
Securities	7,527	550	8,077
Financial assets amortized cost			
Securities	2,497	427	2,924
Securities purchased under agreements to resell	2,569	112	2,681
Loans and credit card operations	23,396	19,753	43,149
Total on-balance exposures	35,989	20,842	56,831
Off-balance exposures (credit card limits)	1,014	5,214	6,228
Other off-balance exposures	—	15,214	15,214
Total exposures	37,003	41,270	78,273

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Stage 1	ECL at December 31, 2020	Increase / (Reversal)	Transfer to stage 2	Transfer to stage 3	Transfer from stage 2	Transfer from stage 3	ECL at December 31, 2021
Financial assets at fair value through other comprehensive income							
Securities	8,855	(1,328)	—	—	—	—	7,527
Financial assets amortized cost							
Securities	1,087	1,410	—	—	—	—	2,497
Securities purchased under agreements to resell	370	2,199	—	—	—	—	2,569
Loans and credit card operations	5,648	17,207	(6,926)	(2,197)	225	—	13,957
Total on-balance exposures	15,960	19,488	(6,926)	(2,197)	225	—	26,550
Off-balance exposures (credit card limits)	—	1,014	(288)	—	—	—	726
Total exposures	15,960	20,502	(7,214)	(2,197)	225	—	27,276

Stage 2	ECL at December 31, 2020	Increase / (Reversal)	Transfer to stage 1	Transfer to stage 3	Transfer from stage 1	Transfer from stage 3	ECL at December 31, 2021
Financial assets amortized cost							
Loans and credit card operations	1,453	(912)	(225)	—	6,926	—	7,242
Total on-balance exposures	1,453	(912)	(225)	—	6,926	—	7,242
Off-balance exposures (credit card limits)	—	—	—	—	288	—	288
Total exposures	1,453	(912)	(225)	—	7,214	—	7,530

Stage 3	ECL at December 31, 2020	Increase / (Reversal)	Transfer to stage 1	Transfer to stage 3	Transfer from stage 1	Transfer from stage 3	ECL at December 31, 2021
Financial assets amortized cost							
Loans and credit card operations	—	—	—	—	2,197	—	2,197
Total on-balance exposures	—	—	—	—	2,197	—	2,197
Total exposures	—	—	—	—	2,197	—	2,197

Consolidated Stages	ECL at December 31, 2020	Derecognition	Increase / (Reversal)	ECL at December 31, 2021
Financial assets at fair value through other comprehensive income				
Securities	8,855	—	(1,328)	7,527
Financial assets amortized cost				
Securities	1,087	—	1,410	2,497
Securities purchased under agreements to resell	370	—	2,199	2,569
Loans and credit card operations	7,101	—	16,295	23,396
Total on-balance exposures	17,413	—	18,576	35,989
Off-balance exposures (credit card limits)	—	—	1,014	1,014
Total exposures	17,413	—	19,590	37,003

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The table below presents the ECLs for the financial assets measured according to simplified approach in the period ended December 31, 2022 and December 31, 2021:

Expected Credit Losses	2022	2021
Financial assets amortized cost		
Securities trading and intermediation	105,179	81,988
Accounts Receivable	34,786	6,531
Other financial assets	51,109	49,666
Total	191,074	138,185

c) Expected credit losses segregated by products

It is presented below the expected credit losses for 2022 and 2021, segregated by products:

Expected Credit Losses	2022	2021
Financial assets at fair value through other comprehensive income	8,077	7,527
Securities	8,077	7,527
Financial assets amortized cost	239,828	166,647
Securities	2,924	2,497
Securities purchased under agreements to resell	2,681	2,569
Loans and credit card operations	43,149	23,396
Securities trading and intermediation	105,179	81,988
Accounts Receivable	34,786	6,531
Other financial assets	51,109	49,666
Total losses for exposures	247,905	174,174
Off-balance exposures (credit card limits)	6,228	1,014
Other off-balance exposures	15,214	—
Total exposures	269,347	175,188

15. Investments in associates and joint ventures

Set out below the associates and joint ventures of the Group as of December 31, 2022 and 2021.

Entity	2021	Equity	Equity in earnings	Other comprehensive income	Goodwill (i)	2022
Equity-accounted method						
Associates ^(ii.a)	790,744	(24,257)	(10,930)	(7,251)	—	748,306
Joint ventures ^(ii.b)	1,197	69	(1,235)	(31)	—	—
Measured at fair value						
Associates ⁽ⁱⁱⁱ⁾	1,221,424	356,302	(54,301)	—	—	1,523,425
Total	2,013,365	332,114	(66,466)	(7,282)	—	2,271,731

Entity	2020	Equity	Equity in earnings	Other comprehensive income	Goodwill (i)	2021
Equity-accounted method						
Associates ^(ii.a)	697,924	33,036	(5,862)	(20,641)	86,287	790,744
Joint ventures ^(ii.b)	1,983	—	(1,848)	1,062	—	1,197
Measured at fair value						
Associates ⁽ⁱⁱⁱ⁾	—	1,174,133	47,291	—	—	1,221,424
Total	699,907	1,207,169	39,581	(19,579)	86,287	2,013,365

(i) Refers to acquisitions of associates and joint ventures. The goodwill recognized includes the amount of expected synergies arising from the investments and includes an element of contingent consideration.

(ii) As of December 31, 2022 and December 31, 2021, includes the interests in the total and voting capital of the following companies: (a) Associates - Wealth High Governance Holding de Participações S.A. (49.9% of the total and voting capital on December 31, 2022 and 2021); Primo Rico Mídia, Educacional e Participações Ltda. (29.26% of the total and voting capital on December 31, 2022 and 2021); NK112 Empreendimentos e Participações S.A. (49.9% of the total and voting capital on December 31, 2022 and 2021); (b) Joint ventures - the Group's stake in DuAgro was sold to the market during the last quarter of 2022.

(iii) As mentioned in Note 2 (iv)(c), the Group measures the investments held through our investment funds at fair value. The fair value of investments is presented in the statement of income as Net income/(loss) from financial instruments at fair value through profit or loss. Contingent consideration amounts related to the investments at fair value held through our investment funds are presented in Note 20.

16. Property, equipment, intangible assets and leases

(a) Property and equipment

	Data processing system	Furniture and equipment	Security systems	Facilities	Fixed assets in progress	Other	Total
Balance as of January 1, 2020	34,447	27,756	1,544	78,717	—	—	142,464
Additions	15,457	5,539	1,239	2,650	120,279	—	145,164
Write-offs	(2,432)	(6,191)	(535)	(41,376)	(963)	—	(51,497)
Transfers	(2,411)	516	(820)	14,279	(17,706)	—	(6,142)
Depreciation in the year	(11,179)	(5,004)	(425)	(9,349)	—	—	(25,957)
Balance as of December 31, 2020	33,882	22,616	1,003	44,921	101,610	—	204,032
Cost	53,871	32,592	2,158	54,890	101,610	—	245,121
Accumulated depreciation	(19,989)	(9,976)	(1,155)	(9,969)	—	—	(41,089)
Balance as of January 1, 2021	33,882	22,616	1,003	44,921	101,610	—	204,032
Additions	37,469	93	229	4	63,250	34,399	135,444
Write-offs	(298)	(728)	(170)	(375)	(729)	—	(2,300)
Transfers	5	(15)	15	—	—	—	5
Foreign Exchange	(31)	245	(327)	3	—	—	(110)
Depreciation in the year	(13,096)	(3,990)	(60)	(5,353)	(35)	(573)	(23,107)
Balance as of December 31, 2021	57,931	18,221	690	39,200	164,096	33,826	313,964
Cost	89,376	31,813	1,584	54,535	164,096	34,399	375,803
Accumulated depreciation	(31,445)	(13,592)	(894)	(15,335)	—	(573)	(61,839)
Balance as of January 1, 2022	57,931	18,221	690	39,200	164,096	33,826	313,964
Additions	10,775	152	1,542	245	31,849	—	44,563
Write-offs	—	—	—	—	(1,179)	—	(1,179)
Transfers	101	41	—	104	(15,264)	—	(15,018)
Foreign Exchange	21	(58)	—	(407)	—	—	(444)
Depreciation in the year	(18,774)	(3,649)	(93)	(5,019)	(17)	(3,440)	(30,992)
Balance as of December 31, 2022	50,054	14,707	2,139	34,123	179,485	30,386	310,894
Cost	101,101	31,291	2,557	54,553	179,485	34,399	403,386
Accumulated depreciation	(51,047)	(16,584)	(418)	(20,430)	—	(4,013)	(92,492)

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(b) Intangible assets

	Software	Goodwill	Customer list	Trademarks	Other intangible assets	Total
Balance as of January 1, 2020	66,310	382,500	60,599	16,488	27,555	553,452
Additions	117,129	—	1,188	—	28,051	146,368
Business combination (Note 5(ii))	8,143	91,866	2,181	3,314	—	105,504
Write-offs	(22,064)	—	—	—	—	(22,064)
Transfers	2,857	—	—	—	3,285	6,142
Amortization in the year	(57,222)	—	(5,683)	(9,054)	(3,881)	(75,840)
Balance as of December 31, 2020	115,153	474,366	58,285	10,748	55,010	713,562
Cost	219,029	474,366	76,050	52,616	55,010	877,071
Accumulated amortization	(103,876)	—	(17,765)	(41,868)	—	(163,509)
Balance as of January 1, 2021	115,153	474,366	58,285	10,748	55,010	713,562
Additions	146,761	—	40,000	—	30,808	217,569
Business combination (Note 5(ii))	1,734	68,379	—	485	—	70,598
Write-offs	(13,536)	—	—	(1,000)	(2,675)	(17,211)
Transfers	51,994	—	—	485	(52,484)	(5)
Foreign Exchange	(971)	—	—	341	204	(426)
Amortization in the year	(148,803)	—	(5,796)	(8,492)	(21)	(163,112)
Balance as of December 31, 2021	152,332	542,745	92,489	2,567	30,842	820,975
Cost	303,724	542,745	116,050	88,877	30,918	1,082,314
Accumulated amortization	(151,392)	—	(23,561)	(86,310)	(76)	(261,339)
Balance as of January 1, 2022	152,332	542,745	92,489	2,567	30,842	820,975
Additions	13,655	—	13,000	—	55,757	82,412
Business combination (Note 5(ii))	—	60,037	—	—	—	60,037
Write-offs	(7,337)	(156)	(12,133)	—	—	(19,626)
Transfers	10,125	(7,404)	(21,189)	18,468	—	—
Foreign Exchange	(3,986)	—	—	—	(1)	(3,987)
Amortization in the year	(76,450)	—	(10,663)	(8,495)	(21)	(95,629)
Balance as of December 31, 2022	88,339	595,222	61,504	12,540	86,577	844,182
Cost	276,195	595,222	141,252	25,000	86,674	1,124,343
Accumulated amortization	(187,856)	—	(79,748)	(12,460)	(97)	(280,161)

(c) Impairment test for goodwill

Given the interdependency of cash flows and the merger of business practices, all Group's entities are considered a single cash generating unit ("CGU") and, therefore, a goodwill impairment test is performed at the single operating level. Therefore, the carrying amount considered for the impairment test represents the Company's equity.

The Group tests whether goodwill has suffered any impairment on an annual basis or more frequently if there is an impairment indicator. For the years ended December 31, 2022 and 2021, the recoverable amount of the single CGU was determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a four-year period.

Cash flows beyond the four-year period are extrapolated using the estimated growth rates, which are consistent with forecasts included in industry reports specific to the industry in which the Group operates.

The Group performed its annual impairment test as of December 31, 2022 and 2021 which did not result in the need to recognize impairment losses on the carrying value of goodwill.

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Key assumptions used in value-in-use calculations and sensitivity to changes in assumptions are:

Assumption	Approach used to determine values
Sales	Average annual growth rate over the four-year forecast period; based on management's expectations of market development.
Budgeted gross margin	Based on management's expectations for the future.
Other operating costs	Fixed costs, which do not vary significantly with sales volumes or prices. Management forecasts these costs based on the current structure of the business, adjusting for inflationary increases but not reflecting any future restructurings or cost saving measures. The amounts disclosed above are the average operating costs for the four-year forecast period.
Annual capital expenditure	Expected cash costs. This is based on the experience of management, and the planned refurbishment expenditure. No incremental revenue or cost savings are assumed in the value-in-use model as a result of this expenditure.
Long-term growth rate	This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.
Pre-tax discount rates	Reflect specific risks relating to the relevant segments and the countries in which they operate.

The long-term growth rate utilized in the impairment test of goodwill is 3.30%.

Discount rates represent the current market assessment of the risks specific to the Group, taking into consideration the time value of the money and risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and is derived from its weighted average cost of capital (WACC). The WACC take into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group has. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate. The average pre-tax discount rate applied to cash flow projections is 13.83% (December 31, 2021 – 9.82%).

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d) Leases

Set out below are the carrying amounts of the Group's right-of-use assets and lease liabilities and the movements during the period:

	Right-of-use assets	Lease liabilities
As of January 1, 2021	183,134	208,448
Additions ⁽ⁱ⁾	116,248	116,248
Depreciation expense	(45,511)	—
Write-offs	(856)	—
Interest expense	—	17,488
Revaluation	25,305	24,234
Effects of exchange rate	6,189	7,486
Payment of lease liabilities	—	(55,349)
As of December 31, 2021	284,509	318,555
Current	—	71,925
Non-current	284,509	246,630
As of January 1, 2022	284,509	318,555
Additions ⁽ⁱ⁾	49,764	49,853
Depreciation expense	(79,256)	—
Interest expense	—	22,794
Revaluation	8,929	(89)
Effects of exchange rate	(5,455)	(5,820)
Payment of lease liabilities	—	(99,655)
As of December 31, 2022	258,491	285,638
Current	—	69,722
Non-current	258,491	215,916

(i) Additions to right-of-use assets in the period include prepayments to lessors and accrued liabilities.

The Group did not recognize rent expense from short-term leases and low-value assets in December 31, 2022 (R\$1,021 - December 31, 2021). The total rent expense of R\$14,491 (R\$17,795 - December 31, 2021), includes other expenses related to leased offices such as condominiums.

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17. Financing instruments payable

	2022	2021
Market funding operations (a)	38,093,772	20,122,206
Deposits	20,261,532	9,898,630
Demands deposits	803,031	229,691
Time deposits	19,445,276	9,662,694
Interbank deposits	13,225	6,245
Financial bills	5,675,596	2,587,738
Structured operations certificates	12,109,576	7,635,838
Others	47,068	—
Debt securities (b)	5,589,857	4,306,880
Debentures	2,028,681	169,094
Bond	3,561,176	4,137,786
Total	43,683,629	24,429,086
Current	19,794,572	8,018,854
Non-Current	23,889,057	16,410,232

(a) Maturity

Class	Maturity - 2022						Total
	Within 30 days	From 31 to 60 days	From 61 to 90 days	From 91 to 180 days	From 181 to 360 days	After 360 days	
Demand deposits	803,031	—	—	—	—	—	803,031
Others	—	—	1,031	13,053	32,984	—	47,068
Time deposits	3,604,494	4,273,475	5,187,106	1,382,514	2,016,732	2,980,955	19,445,276
Interbank deposits	—	—	—	3,092	—	10,133	13,225
Financial bills	—	—	2,390	1,637,547	405,901	3,629,758	5,675,596
Structured operations certificates	—	—	5,720	35,773	261,019	11,807,064	12,109,576
Total	4,407,525	4,273,475	5,196,247	3,071,979	2,716,636	18,427,910	38,093,772

Class	Maturity - 2021						Total
	Within 30 days	From 31 to 60 days	From 61 to 90 days	From 91 to 180 days	From 181 to 360 days	After 360 days	
Demand deposits	229,691	—	—	—	—	—	229,691
Time deposits	751,676	520,694	712,092	3,231,965	2,341,770	2,104,497	9,662,694
Interbank deposits	—	3,125	—	—	—	3,120	6,245
Financial bills	—	—	—	10,945	6,164	2,570,629	2,587,738
Structured operations certificates	1,510	3,940	5,428	9,120	21,640	7,594,200	7,635,838
Total	982,877	527,759	717,520	3,252,030	2,369,574	12,272,446	20,122,206

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(b) Debt securities

The total balance is comprised of the following issuances:

		2022			2021		
		Up to 1 year	1-5 years	Total	Up to 1 year	1-5 years	Total
Bonds (i)	Fixed rate	128,710	3,432,466	3,561,176	—	4,137,786	4,137,786
Debentures (ii) (iii)	Floating rate	106,118	1,922,563	2,028,681	169,094	—	169,094
Total		234,828	5,355,029	5,589,857	169,094	4,137,786	4,306,880
Current				234,828			169,094
Non- Current				5,355,029			4,137,786

(i) XP Inc Bonds

On July 1, 2021, XP Inc. concluded the issuance of a gross of US\$50 million senior unsecured notes with net proceeds of US\$739 million (R\$3,697 million) with maturity on July 1, 2026 and coupon at the rate of 3.250% per year, which will be guaranteed by XP Investimentos S.A.

(ii) XP Energia issuance

On December 8, 2021, XP Energia issued non-convertible Debentures in the amount of R\$85,511. The Debentures series has a maximum authorized issuance up to R\$1,000,000. The objective is to fund the Group's working capital and treasury investments related to wholesale electricity trade business. The principal amount is due and will be paid on the maturity date of December 8, 2023. The interest rate is CDI+2.5% annually payable. On December 31, 2022 the total amount is R\$736,431, out of which R\$106,118 is held by entities outside the Group and as such is included in the consolidated financial statement.

(iii) XP Investimentos debentures

On July 19, 2022, XP Investimentos issued non-convertible debentures in the amount of R\$1,800,000 (R\$900,000 of series 1 and R\$900,000 of series 2). The debentures series, added together, has a maximum authorized issuance up to R\$1,800,000. The principal amount is due and will be paid on the maturity date as follow: (i) June 23, 2024 (series 1) and (ii) June 23, 2025 (series 2). The interest rates for series 1 and series 2 debentures are CDI+1.75% and CDI+1.90%, respectively. On December 31, 2022, the total amount is R\$1,922,563.

18. Securities trading and intermediation

Represented by operations at B3 on behalf of and on account of third parties, with liquidation operating cycle between D+1 and D+3.

	2022	2021
Cash and settlement records	1,394,451	107,246
Debtors pending settlement	1,980,341	1,380,393
(-) Expected losses on Securities trading and intermediation ^(a)	(105,179)	(81,988)
Other	1,387	—
Total Assets	3,271,000	1,405,651
Cash and settlement records	171,659	365,700
Creditors pending settlement	2,401,828	1,997,702
Customer's cash on investment account	13,489,210	13,234,153
Total Liabilities	16,062,697	15,597,555

(a) The reconciliation of gross carrying amount and the expected loss segregated by stage according to IFRS 9 is included in Note 14.

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19. Borrowings

	Annual Interest rate %	Maturity	2022	2021
Financial institution ⁽ⁱ⁾	2.55%	May 2023	1,586,052	1,651,871
Financial institution ⁽ⁱⁱ⁾	CDI ^(*) + 0.740%	April 2023	279,828	276,911
Third parties			1,865,880	1,928,782
Total borrowings			1,865,880	1,928,782
Current			1,865,880	1,661,067
Non-current			—	267,715

(*) Brazilian Interbank Offering Rate (CDI).

(i) Loan agreement with Banco Nacional de México. On May 2022, the loan agreement was rolled over for 1 year, amending the maturity to May 2023.

(ii) Loan agreement entered into on March 28, 2018 with the International Finance Corporation (IFC). The principal amount is due on the maturity date and accrued interests payable at every six months.

Some of the obligations above contain financial covenants, which have certain performance conditions. The Group has complied with these covenants throughout the reporting period (Note 36 (ii)).

20. Other financial assets and financial liabilities

(a) Other financial assets

	2022	2021
Foreign exchange portfolio	2,145,174	331,563
Receivables from IFAs	172,884	177,895
Compulsory and other deposits at central banks	1,119,169	—
Other financial assets	131,071	1,723
(-) Expected losses on other financial assets ⁽ⁱ⁾	(51,109)	(49,666)
Total	3,517,189	461,515
Current	2,791,244	331,563
Non-current	725,945	129,952

(i) The reconciliation of gross carrying amount and the expected loss according to IFRS 9 is presented in Note 14.

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(b) Other financial liabilities

	2022	2021
Foreign exchange portfolio	2,405,429	425,409
Structured financing ⁽ⁱ⁾	1,933,522	2,415,400
Credit cards operations	4,987,390	2,522,833
Contingent consideration ⁽ⁱⁱ⁾	566,930	743,443
Commitments subject to possible redemption ⁽ⁱⁱⁱ⁾	1,049,130	1,080,721
Lease liabilities	285,638	318,555
Others	326,174	174,111
Total	11,554,213	7,680,472
Current	11,014,262	5,860,674
Non-current	539,951	1,819,798

(i) Financing for maintenance of financial assets required to perform financial transactions.

(ii) Contractual contingent considerations mostly associated with the investment acquisition. The maturity of the total contingent consideration payment is up to 5 years and the contractual maximum amount payable is R\$1,143 (the minimum amount is zero).

(iii) Related to the IPO transaction of XPAC Acquisition Corp. that occurred on August 3, 2021. The capital issued by XPAC Acquisition Corp. includes conditionally redeemable Class A ordinary shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control. The noncontrolling shareholders of XPAC Acquisition Corp. have the right to redeem their shares in cash at the earliest of (i) upon the completion of XPAC Acquisition Corp's initial business combination or (ii) 24 months from the closing of the IPO transaction.

21. Social and statutory obligations

Social and statutory obligations are mainly composed from the Group sharing program for its employees which does not extend to the Executive Board. As of December 31 2022, the balance of unrealized gains on the balance sheet under the "Social and statutory obligations" line item is R\$968,119 (R\$1,022,212 as of December 31, 2021).

	2022	2021
Obligations to non-controlling interest	40,646	106,648
Employee profit-sharing ^(a)	794,761	776,713
Salaries and other benefits payable	132,712	138,851
Total	968,119	1,022,212

(a) The Group has a bonus scheme for its employees based on a profit-sharing program as agreed under collective bargaining with the syndicate, which does not extend to the Executive Board. The bonus is calculated at each half of the year and payments are made in February and August.

22. Tax and social security obligations

	2022	2021
Income Tax (IRPJ and CSLL) ⁽ⁱ⁾	143,133	273,395
Taxes on long term incentive plan ⁽ⁱⁱ⁾	120,194	155,454
Contributions over revenue (PIS and COFINS)	11,475	32,140
Taxes on services (ISS)	20,042	23,260
Contributions for Social Security (INSS)	24,927	20,318
Others	45,648	45,084
Total	365,419	549,651
Current	365,419	549,651
Non-current	—	—

(i) The Group income tax liability is presented net of tax assets which the entities are allowed to offset during the current year. The line includes current Corporate Income Tax (CIT) liability of R\$ 164,767 (R\$298,088 - 2021), taxes that XP is responsible to pay on behalf of its clients (i.e., withholding taxes over client's investments) in the amount of R\$20,741 (R\$17,561 - 2021) and withholding taxes assets of R\$42,375 (R\$42,254 - 2021).

(ii) The amount classified as "Taxes on long term incentive plan" includes mostly contributions to Brazilian Social Security Programs FGTS and INSS.

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23. Retirement plans liabilities

As of December 31, 2022, active plans are principally accumulation of financial resources through products PGBL and VGBL structured in the form of variable contribution for the purpose of granting participants with returns based on the accumulated capital in the form of monthly withdraws for a certain term or temporary monthly withdraws.

In this respect, such financial products represent investment contracts that have the legal form of retirement plans, but which do not transfer insurance risk to the Group. Therefore, contributions received from participants are accounted for as liabilities and balance consists of the balance of the participant in the linked Specially Constituted Investment Fund ("FIE") at the reporting date (Note 7a (i)).

Changes in the period

	2022	2021
As of January 1	31,921,400	13,387,913
Contributions received	3,007,321	3,056,032
Transfer with third party plans	10,580,681	16,854,605
Withdraws	(3,441,303)	(1,468,710)
Other provisions (Constitution/Reversion)	54,828	14,680
Monetary correction and interest income	3,610,888	76,880
As of December 31	45,733,815	31,921,400

24. Income tax

(a) Deferred income tax

Deferred tax assets (DTA) and deferred tax liabilities (DTL) are comprised of the main following components:

	Balance Sheet		Net change in the year		
	2022	2021	2022	2021	2020
Tax losses carryforwards	575,120	108,138	455,221	100,756	(9,764)
Goodwill on business combinations ⁽ⁱ⁾	6,376	12,429	(6,053)	(10,409)	535
Provisions for IFAs' commissions	71,986	76,974	(4,988)	(17,570)	26,503
Revaluations of financial assets at fair value	(214,456)	173,740	(239,041)	190,520	(42,039)
Expected credit losses ⁽ⁱⁱ⁾	58,208	43,931	14,277	24,487	13,778
Profit sharing plan	269,949	260,865	9,084	96,057	23,672
Net gain on hedge instruments	(11,169)	28,124	(39,293)	7,137	57,371
Share-based compensation	566,721	385,594	181,127	269,618	113,025
Other provisions	178,104	154,340	23,764	86,845	34,211
Total	1,500,839	1,244,135	256,704	747,441	217,292
Deferred tax assets	1,611,882	1,273,069			
Deferred tax liabilities	(111,043)	(28,934)			

(i) For tax purposes, goodwill is amortized over 5 years on a straight-line basis when the entity acquired is sold or merged into another entity.

(ii) Include expected credit loss on accounts receivable, loan operations and other financial assets.

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The changes in the net deferred tax were recognized as follows:

	2022	2021	2020
At January 1	1,244,135	496,695	279,401
Foreign exchange variations	5,786	(16,950)	6,373
Charges to statement of income	397,792	387,551	196,498
Tax relating to components of other comprehensive income	(146,874)	376,839	14,423
At December 31	1,500,839	1,244,135	496,695

Unrecognized deferred taxes

Deferred tax assets are recognized for tax losses to the extent that the realization of the related tax benefit against future taxable profits is probable. The Group did not recognize deferred tax assets of R\$12,705 (2021 - R\$39,446) mainly in respect of losses from subsidiaries overseas and that can be carried forward and used against future taxable income.

(b) Income tax expense reconciliation

The tax on the Group's pre-tax profit differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities. The following is a reconciliation of income tax expense to profit (loss) for the year, calculated by applying the combined Brazilian statutory rates at 34% for the year ended December 31:

	2022	2021	2020
Income before taxes	3,444,656	3,815,174	2,421,413
Combined tax rate in Brazil ^(a)	34.00 %	34.00 %	34.00 %
Tax expense at the combined rate	1,171,183	1,297,159	823,280
Loss (income) from entities not subject to deferred taxation	245	554	(12,470)
Effects from entities taxed at different rates	62,596	146,377	35,377
Effects from entities taxed at different taxation regimes ^(b)	(1,343,757)	(1,128,400)	(443,579)
Intercompany transactions with different taxation regimes	(46,674)	(79,055)	(74,289)
Tax incentives	(5,346)	(21,036)	(14,354)
Non-deductible expenses (non-taxable income)	3,758	25,216	49,640
Effect from Social Contribution on net equity rate increase	985	—	—
Others	21,455	(18,101)	(23,681)
Total	(135,555)	222,714	339,924
Current	262,237	610,265	536,422
Deferred	(397,792)	(387,551)	(196,498)
Total expense	(135,555)	222,714	339,924

(a) Considering that XP Inc. is domiciled in Cayman and there is no income tax in that jurisdiction, the combined tax rate of 34% demonstrated above is the current rate applied to XP Investimentos S.A. which is the holding company of all operating entities of XP Inc. in Brazil.

(b) Certain eligible subsidiaries adopted the PPM tax regime and the effect of the presumed profit of subsidiaries represents the difference between the taxation based on this method and the amount that would be due based on the statutory rate applied to the taxable profit of the subsidiaries. Additionally, some entities and investment funds adopt different taxation regimes according to the applicable rules in their jurisdictions.

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Other comprehensive income

The tax (charge)/credit relating to components of other comprehensive income is as follows:

	Before tax	(Charge) / Credit	After tax
Foreign exchange variation of investees located abroad	57,439	—	57,439
Gains (losses) on net investment hedge	(91,762)	31,199	(60,563)
Changes in the fair value of financial assets at fair value	40,979	(16,776)	24,203
As of December 31, 2020	6,656	14,423	21,079
Foreign exchange variation of investees located abroad	20,977	—	20,977
Gains (losses) on net investment hedge	(29,701)	10,942	(18,758)
Changes in the fair value of financial assets at fair value	(914,914)	365,897	(549,017)
As of December 31, 2021	(923,638)	376,839	(546,798)
Foreign exchange variation of investees located abroad	(19,645)	—	(19,645)
Gains (losses) on net investment hedge	26,154	(8,902)	17,252
Changes in the fair value of financial assets at fair value	356,078	(137,972)	218,106
As of December 31, 2022	362,587	(146,874)	215,713

25. Equity

(a) Issued capital

The Company has an authorized share capital of US\$35 thousand, corresponding to 3,500,000,000 authorized shares with a par value of US\$0.00001 each of which:

- 2,000,000,000 shares are designated as Class A common shares and issued; and
- 1,000,000,000 shares are designated as Class B common shares and issued.

The remaining 500,000,000 authorized but unissued shares are presently undesignated and may be issued by our board of directors as common shares of any class or as shares with preferred, deferred or other special rights or restrictions. Therefore, the Company is authorized to increase capital up to this limit, subject to approval of the Board of Directors.

As of December 31, 2022, the Company had R\$24 of issued capital which were represented by 447,801,661 Class A common shares and 112,717,094 Class B common shares.

(b) Additional paid-in capital and capital reserve

Our Class A and Class B common shares, have the following rights:

- Each holder of a Class B common share is entitled, in respect of such share, to 10 votes per share, whereas the holder of a Class A common share is entitled, in respect of such share, to one vote per share.
- Each holder of Class A common shares and Class B common shares vote together as a single class on all matters (including the election of directors) submitted to a vote of shareholders, except as provided below and as otherwise required by law.
- Class consents from the holders of Class A common shares and Class B common shares, as applicable, shall be required for any modifications to the rights attached to their respective class of shares the rights conferred on holders of Class A common shares shall not be deemed to be varied by the creation or issue of further Class B common shares and vice versa; and
- the rights attaching to the Class A common shares and the Class B common shares shall not be deemed to be varied by the creation or issue of shares with preferred or other rights, including, without limitation, shares with enhanced or weighted voting rights.

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The Articles of Association provide that at any time when there are Class A common shares in issue, Class B common shares may only be issued pursuant to: (a) a share split subdivision of shares or similar transaction or where a dividend or other distribution is paid by the issue of shares or rights to acquire shares or following capitalization of profits; (b) a merger, consolidation, or other business combination involving the issuance of Class B common shares as full or partial consideration; or (c) an issuance of Class A common shares, whereby holders of the Class B common shares are entitled to purchase a number of Class B common shares that would allow them to maintain their proportional ownership and voting interests in XP Inc.

Below is a summary of the issuances and conversions of shares during 2022 and 2021:

	Class A (prior common shares)	Class B (prior preferred shares)	Total Shares
As of December 31, 2020	377,764,985	181,293,980	559,058,965
Transfer of classes	45,898,991	(45,898,991)	—
Follow on offering	489,759	—	489,759
As of December 31, 2021	424,153,735	135,394,989	559,548,724
Transfer of classes	22,677,895	(22,677,895)	—
Issuance of shares	970,031	—	970,031
As of December 31, 2022	447,801,661	112,717,094	560,518,755

On October 8, 2021 XP Inc issued 489,759 Class A common shares (R\$112,642) as part of our acquisition of a minority stake of Jive Investments (non-cash transaction).

On January 10, 2022, XP Inc issued 445,328 Class A common shares (R\$70,030) as part of our acquisition of a minority stake of Vista Capital (non-cash transaction).

As mentioned in Note 32, the Board of Directors approved in December 2019 a share based long-term incentive plan, in which the maximum number of shares should not exceed 5% of the issued and outstanding shares. As of December 31, 2022, the outstanding number of shares reserved under the plans is 13,684,424 restricted share units ("RSUs") (2021 - 15,153,830) and 2,527,242 performance restricted units ("PSUs") (2021 - 2,966,060) to be issued at the vesting date.

During the year ended December 31, 2022, XP Inc issued 524,703 Class A common shares (R\$95,241) in connection with vestings occurred under the share based long-term incentive plan.

The additional paid-in capital refers to the difference between the purchase price that the shareholders pay for the shares and their par value. Under Cayman Law, the amount in this type of account may be applied by the Company to pay distributions or dividends to members, pay up unissued shares to be issued as fully paid, for redemptions and repurchases of own shares, for writing off preliminary expenses, recognized expenses, commissions or for other reasons. All distributions are subject to the Cayman Solvency Test which addresses the Company's ability to pay debts as they fall due in the natural course of business.

(c) Treasury Shares

The Group recognized amounts of treasury shares as a result of: (i) the merger of XPart into XP Inc., which was settled through XP Inc.'s own shares; (ii) the share buy-back program, approved in May 2022; (iii) the share purchase agreement with Itaú Unibanco, signed on June 2022; and (iv) the share purchase agreement with Itaúsa S.A., signed on November 2022. The treasury shares are registered as a deduction from equity until the shares are canceled or reissued.

As of December 31, 2022, the Group held 19,203,135 shares in treasury (726,776 - December 31, 2021) with an amount of R\$1,986,762 (R\$171,939 - December 31, 2021).

(d) Dividends distribution

The Group has not adopted a dividend policy with respect to future distributions of dividends. The amount of any distributions will depend on many factors such as the Company's results of operations, financial condition, cash requirements, prospects and other factors deemed relevant by XP Inc. board of directors and, where applicable, the shareholders.

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For the years ended December 31, 2022 and 2021 XP Inc. did not declare and paid dividends to the shareholders.

Non-controlling shareholders of some XP Inc's subsidiaries received dividends in the year ended in December 31, 2022.

(e) Other comprehensive income

Other comprehensive income is comprised of changes in the fair value of financial assets at fair value through other comprehensive income, while these financial assets are not realized. Also includes gains (losses) on net investment hedge and foreign exchange variation of investees located abroad.

26. Related party transactions

Transactions and remuneration of services with related parties are carried out in the ordinary course of business and under commutative conditions, including interest rates, terms and guarantees, and do not involve risks greater than normal collection or present other disadvantages.

(a) Key-person management compensation

Key management includes executive statutory directors, members of the Board of Directors and Executive Boards. The compensation paid or payable to key management for their services is shown below:

	2022	2021	2020
Fixed compensation	7,837	8,801	6,335
Variable compensation	60,781	44,362	55,909
Total	68,618	53,163	62,244

In 2022 and 2021, the Board of Directors approved the grant of performance share unit ("PSUs") to certain directors (Note 32). The executive statutory directors of XP Ir control XP Control LLC.

(b) Transactions with related parties

The main transactions carried with related parties for year-end balances arising from such transactions are as follows:

Relation and transaction	Assets/(Liabilities)		Revenue/(Expenses)		
	2022	2021	2022	2021	2020
Shareholders with significant influence ⁽ⁱ⁾	(3,562,079)	(2,096,701)	(160,835)	(60,177)	(53,881)
Securities	238,088	194,892	24,770	4,270	9,629
Securities purchased under agreements to resell	—	—	9,370	19,098	—
Accounts receivable and Loans operations	476	9,205	1,330	744	505
Securities sold under repurchase agreements	(3,800,643)	(2,300,798)	(196,305)	(84,268)	(62,951)
Borrowings	—	—	—	(21)	(1,064)

(i) These transactions are mainly related to Itaúsa S.A. Group.

Transactions with related parties also includes transactions among the Company and its subsidiaries in the course of normal operations, including services rendered such as: (i) education, consulting and business advisory; (ii) financial advisory and financial consulting in general; (iii) management of resources and portfolio management; (iv) information technology and data processing; and (v) insurance. The effects of those transactions have been eliminated and do not have effects on the consolidated financial statements.

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27. Provisions and contingent liabilities

The Company and its subsidiaries are party to judicial and administrative litigations before various courts and government bodies, arising from the normal course of operations, involving tax, civil and labor matters and other issues. Periodically, Management evaluates the tax, civil and labor risks, based on legal, economic and tax supporting data, in order to classify the risks as probable, possible or remote, in accordance with the chances of them occurring and being settled, taking into consideration, case by case, the analyses prepared by external and internal legal advisors.

	2022	2021
Tax contingencies	—	10,374
Civil contingencies	20,419	12,539
Labor contingencies	7,908	6,395
Other provisions ⁽ⁱ⁾	15,214	—
Total provision	43,541	29,308
Judicial deposits ⁽ⁱⁱ⁾	12,077	11,202

(i) The Group recorded a provision for the credit risk exposure related to probable future payments expected to occur in the ordinary course of its operations.

(ii) There are circumstances in which the Group is questioning the legitimacy of certain litigations or claims filed against it. As a result, either because of a judicial order or based on the strategy adopted by Management, the Group might be required to secure part or the whole amount in question by means of judicial deposits, without this being characterized as the settlement of the liability. These amounts are classified as "Other assets" on the consolidated balance sheets and referred above for information.

Changes in the provision during the year

	2022	2021	2020
Balance at January 1	29,308	19,711	15,193
Monetary correction	4,449	6,837	4,102
Provision	23,844	8,457	3,499
Reversed	(11,539)	(3,132)	(1,454)
Payments	(2,521)	(2,565)	(1,629)
Balance at December 31	43,541	29,308	19,711

Nature of claims

a) Tax

As of December 31, 2022, the Group does not have tax claims classified as probable risk of loss (December 31, 2021 - R\$10,374).

b) Civil

Most of the civil and administrative claims involve matters that are normal and specific to the business and refer to demands for indemnity primarily due to: (i) financial losses in the stock market; (ii) portfolio management; and (iii) alleged losses generated from the liquidation of customers assets in portfolio due to margin cause and/or negative balance. As of December 31, 2022, there were 181 (December 31, 2021 - 105) civil and administrative claims for which the likelihood of loss has been classified as probable, in the amount of R\$20,419 (December 31, 2021 - R\$12,539).

c) Labor

Labor claims to which the Group is party primarily concern: (i) the existence (or otherwise) of a working relationship between the Group and IFAs; and (ii) severance payment of former employees. As of December 31, 2022, the Company and its subsidiaries are the defendants in 28 cases (December 31, 2021 - 18) involving labor matters for which the likelihood of loss has been classified as probable, in the amount of R\$7,908 (December 31, 2021 - R\$6,395).

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Contingent liabilities - probability of loss classified as possible

In addition to the provisions mentioned above, the Company and its subsidiaries are party to several labor, civil and tax contingencies in progress, in which they are the defendants, and the likelihood of loss, based on the opinions of the internal and external legal advisors, is considered possible. The contingencies amount to approximately R\$893,745 (December 31, 2021 - R\$487,121).

Below these claims are summarized by nature:

	2022	2021
Tax ⁽ⁱ⁾ ⁽ⁱⁱ⁾	543,463	228,602
Civil ⁽ⁱⁱⁱ⁾	335,644	232,775
Labor	14,638	25,744
Total	893,745	487,121

(i) Employees Profit Sharing Plans: At the end of years 2015, 2019 and 2021 tax authorities issued assessments against the Group claiming mainly for allegedly unpaid social security contributions on amounts due and paid to employees as profit sharing plans related to calendar years of 2011, 2015, 2017 and 2018. According to the tax authorities the Group profit sharing plans did not comply with the provisions of Law 10,101/00.

- a. Tax assessment related to 2011: The first and the second administrative appeals were denied, and currently the Group awaits for the judgment of the special appeal by the Superior Court of the Administrative Council of Tax Appeals ("CARF"). There are other favorable CARF precedents on the subject and the Group obtained legal opinions that support the Group's defense and current practice. The amount claimed is R\$19,545.
- b. Tax assessment related to 2015: The first administrative appeal was denied, and currently the Group awaits for the judgment of the second appeal by the CARF. There are other favorable CARF precedents on the subject and the Group obtained legal opinions that support the Group's defense and current practice. The amount claimed is R\$49,818.
- c. Tax assessment related to 2017: In addition to the claim related to the employees profit sharing plan tax authorities are also challenging the deductibility for Corporate Income Tax (IRPJ) and Social Contribution of Net Profits (CSLL) purposes of the amounts paid under such plan to the members of the Group's Council. An administrative appeal was filed against the assessment, which is awaiting judgment by the Federal Revenue Service of Brazil ("RFB"). The total amount claimed is R\$107,614.
- d. Tax assessment related to 2018: The Group will appeal against the assessment. The total amount claimed is R\$129,444 and the risk of loss for this claim was classified as possible.
- e. In June 2022, the Group was notified by the Public Labor Ministry for allegedly unpaid FGTS (Fund for Severance Indemnity Payment) on the amounts paid to employees under profit sharing plans related to years 2015 to 2020. According to the tax authorities the Group profit sharing plans did not comply with the provisions of Law 10,101/00. The Group presented its administrative defense and awaits for the judgment of the appeal. The total amount claimed is R\$131,785. The risk of loss for this claim was classified as possible.

(ii) Amortization of goodwill: The Group also received three tax assessments in which the tax authorities challenge the deductibility for Corporate Income Tax (IRPJ) and Social Contribution of Net Profits (CSLL) of the expenses deriving from the amortization of goodwill registered upon the acquisitions made by the Group between 2013 and 2016. According to the tax authorities the respective goodwill was registered in violation of Laws 9.532/97 and 12.973/14, respectively. Currently, the three proceedings are pending judgment by the first instance of RFB. Also, the Group have filed two lawsuits to prevent the issuance of new tax assessments related to such goodwill for other periods.

(iii) The Group is defendant in 688 (December 31, 2021 - 586) civil and administrative claims by customers and investment agents, mainly related to portfolio management, risk rating, copyrights and contract termination. The total amount represents the collective maximum value to which the Group is exposed based on the claims' amounts monetarily restated.

28. Total revenue and income

a) Net revenue from services rendered

Revenue from contracts with customers derives mostly from services rendered and fees charged at daily transactions from customers, therefore mostly recognized at a point in time. Disaggregation of revenue by major service lines are as follows:

	2022	2021	2020
Major service lines			
Brokerage commission	2,102,878	2,465,217	2,139,985
Securities placement	1,631,399	1,917,403	1,429,824
Management fees	1,580,770	1,489,736	1,224,125
Insurance brokerage fee	153,230	133,070	112,802
Educational services	27,371	71,295	118,272
Commissions Fees	563,987	192,923	90,804
Other services	449,121	532,035	386,780
Gross revenue from services rendered	6,508,756	6,801,679	5,502,592
(-) Sales taxes and contributions on revenue ⁽ⁱ⁾	(568,300)	(605,214)	(486,104)
Net revenue from services rendered	5,940,456	6,196,465	5,016,488

(i) Mostly related to taxes on services (ISS) and contributions on revenue (PIS and COFINS).

b) Net income from financial instruments

	2022	2021	2020
Net Income of financial instruments at fair value through profit or loss	6,326,080	7,555,132	3,020,698
Net Income of financial instruments measured at amortized cost and at fair value through other comprehensive income	1,201,253	(1,558,060)	188,196
(-) Taxes and contributions on financial income	(120,399)	(116,425)	(73,777)
	7,406,934	5,880,647	3,135,117

c) Disaggregation by geographic location

Breakdown of total net revenue and income and selected assets by geographic location:

	2022	2021	2020
Brazil	12,855,909	11,723,976	7,454,304
United States	449,447	332,046	655,817
Europe	42,034	21,090	41,484
Total Revenue and Income	13,347,390	12,077,112	8,151,605

	2022	2021
Brazil	8,649,964	7,698,115
United States	488,158	106,736
Europe	49,496	1,746
Selected assets ⁽ⁱ⁾	9,187,618	7,806,597

(i) Selected assets are total assets of the Group, less: cash, financial assets and deferred tax assets, which are presented by geographic location.

None of the clients represented more than 10% of our revenues for the periods presented.

29. Operating costs

	2022	2021	2020
Commission and incentive costs	2,813,308	2,719,611	2,087,197
Operating losses	70,956	35,844	31,295
Other costs	986,832	674,654	526,867
Clearing house fees	427,844	411,605	344,278
Third parties' services	53,779	88,431	92,997
Credit card cashback	262,429	91,093	—
Other ⁽ⁱ⁾	242,780	83,525	89,592
Total	3,871,096	3,430,109	2,645,359

(i) Other cost includes operational losses incurred in the ordinary course of the Group's business and other costs.

30. Operating expenses by nature

	2022	2021	2020
Selling expenses	138,722	227,483	134,915
Advertising and publicity	138,722	227,483	134,915
Administrative expenses	5,641,233	4,692,698	3,013,598
Personnel expenses	3,943,284	3,427,220	2,138,470
Compensation	1,597,229	1,416,247	846,742
Employee profit-sharing and bonus	1,540,172	1,362,046	807,640
Executives profit-sharing	100,732	143,763	194,419
Benefits	195,763	130,187	75,302
Social charges	487,237	358,878	208,151
Other	22,151	16,099	6,216
Other taxes expenses	71,396	53,603	44,029
Depreciation of property and equipment and right-of-use assets	110,248	68,618	67,422
Amortization of intangible assets	95,629	163,112	75,839
Other administrative expenses	1,420,676	980,145	687,838
Data processing	685,946	450,796	322,659
Technical services	188,986	167,984	101,389
Third parties' services	397,585	249,514	168,019
Rent expenses	14,491	16,498	17,955
Communication	27,076	30,041	29,311
Travel	40,243	13,282	9,923
Legal and judicial	9,873	9,292	6,976
Other	56,476	42,738	31,606
Total	5,779,955	4,920,181	3,148,513

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31. Other operating income/(expenses), net

	2022	2021	2020
Other operating income	353,834	413,665	377,480
Revenue from incentives from Tesouro Direto, B3 and others ^(a)	284,661	366,163	352,879
Interest received on tax	15,436	7,604	5,521
Recovery of charges and expenses	5,945	4,473	1,798
Reversal of operating provisions	11,704	7,422	1,366
Other	36,088	28,003	15,916
Other operating expenses	(96,890)	(89,311)	(206,427)
Legal, administrative proceedings and agreement with customers	(8,563)	(3,667)	(45,277)
Losses on write-off and disposal of assets	(6,794)	(4,377)	(52,102)
Tax incentive expenses	(5,780)	(10,788)	(8,136)
Fines and penalties	(4,574)	(1,378)	(16,995)
Associations and regulatory fees	(15,118)	(11,714)	(13,524)
Charity	(34,005)	(30,171)	(41,654)
Other	(22,056)	(27,216)	(28,739)
Total	256,944	324,354	171,053

(a) Includes incentives received from third parties, mainly due to the joint development of retail products, and also the association of such entities with the XP ecosystem.

32. Share-based plan

a) Share-based Plan

The establishment of the Plan was approved by the Board of Director's meeting on December 6, 2019 and the first grant of RSUs and PSUs was on December 10, 2019.

Under the Plan, stocks are awarded at no cost to the recipient upon their grant date. Both RSUs and PSUs are usually granted in a annual basis, their vesting conditions are service-related and they vest at a rate determined in each granted date. The limit to vest is determined at the grant date of each new grant. After the vesting periods, common shares will be issued to the recipients.

Under the Performance Share Unit, stocks are granted to eligible participants and their vesting period and conditions are determined at each new grant, also based on the total shareholder return (TSR), including share price growth, dividends and capital returns.

If an eligible participant ceases its relationship with the Group, within the vesting period, the rights will be forfeited, except in limited circumstances that are approved by the board on a case-by-case basis.

b) Fair value of shares granted

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model and underlying assumptions, which depends on the terms and conditions of the grant and the information available at the grant date.

The Group uses certain methodologies to estimate fair value which include the following:

- Estimation of fair value based on equity transactions with third parties close to the grant date; and
- Other valuation techniques including share pricing models such as Monte Carlo.

These estimates also require determination of the most appropriate inputs to the valuation models including assumptions regarding the expected life of a share-based payment or appreciation right, expected volatility of the price of the Group's shares and expected dividend yield.

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c) Outstanding shares granted and valuation inputs

The maximum number of shares available for issuance under the share-based plan shall not exceed 5% of the issued and outstanding shares. As of December 31, 2022, the outstanding number of Company reserved under the plans were 16,211,666 (December 31, 2021 - 18,119,890) including RSUs 13,684,424 (December 31, 2021 - 15,153,830) and 2,527,242 PSUs (December 31, 2021 - 2,966,060).

Set out below are summaries of XP Inc's RSU and PSU activity for 2022 and 2021.

(In thousands, except weighted-average data, and where otherwise stated)	RSUs	PSUs	Total
	Number of units	Number of units	Number of units
Outstanding, January 1, 2021	11,079,736	2,819,912	13,899,648
Granted	5,709,046	230,086	5,939,132
Forfeited	(1,634,952)	(83,938)	(1,718,890)
Outstanding, December 31, 2021	15,153,830	2,966,060	18,119,890
Outstanding, January 1, 2022	15,153,830	2,966,060	18,119,890
Granted	814,745	—	814,745
Forfeited	(1,559,670)	(438,818)	(1,998,488)
Vested	(724,481)	—	(724,481)
Outstanding, December 31, 2022	13,684,424	2,527,242	16,211,666

As of December 31, 2022, total compensation expense of the plans was R\$793,249 (2021 - R\$654,876), including R\$189,295 (2021 - R\$93,421) of tax provisions, and does not include any tax benefits on total share-based compensation expense once this expense is not deductible for tax purposes. The tax benefits will be perceived when the shares are converted into common shares.

The original weighted-average grant-date fair value of RSU and PSU shares was US\$7 and US\$34.56 respectively. In May 2020, the Company decided to update the measurement condition of its PSU shares, replacing the TSR measurement from US Dollars (US\$) to Brazilian Reais (R\$), being therefore subject to exchange variation. The weighted-average grant-date fair value of PSU shares for the updated plan was US\$52.41. The incremental fair value will be recognized as an expense over the period from the modification date to the end of the vesting period. All other conditions of the PSU shares plan have not been modified. The average grant date fair value in the year ended December 31, 2022 was US\$40.41.

33. Earnings per share (basic and diluted)

Basic earnings per share is calculated by dividing net income for the period attributed to the owners of the parent by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated by dividing net income attributable to owners of XP Inc by the weighted average number of shares outstanding during the year plus the weighted average number of shares that would be issued on conversion of all dilutive potential shares into shares. The shares in the share-based plan are the only shares with potential dilutive effect.

The following table presents the calculation of net income applicable to the owners of the parent and basic and diluted EPS for the years ended December 31, 2022, 2021 and 2020.

	2022	2021	2020
Net Income attributable to owners of the Parent	3,579,050	3,589,416	2,076,430
Basic weighted average number of outstanding shares ^{(i) (iii)}	555,429	559,004	552,291
Basic earnings per share - R\$	6.4438	6.4211	3.7597
<i>Effect of dilution</i>			
Shared-based plan ^{(ii) (iii)}	17,577	14,496	6,817
Diluted weighted average number of outstanding shares ⁽ⁱⁱⁱ⁾	573,006	573,499	559,108
Diluted earnings per share - R\$	6.2461	6.2588	3.7138

(i) See on note 25, the number of XP Inc.'s outstanding common shares during the year

(ii) See on note 32, the number of shares granted and forfeited during the year regarding XP Inc.'s Share-based plan.

(iii) Thousands of shares.

34. Determination of fair value

The Group measures financial instruments such as certain financial investments and derivatives at fair value at each balance sheet date.

Level 1: The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. The financial instruments included in the level 1 consist mainly in public financial instruments and financial instruments negotiated on active markets (i.e. stock exchanges).

Level 2: The fair value of financial instruments that are not traded in active markets is determined using valuation techniques, which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value as an instrument are directly or indirectly observable, the instrument is included in level 2. The financial instruments classified as level 2 are composed mainly from private financial instruments and financial instruments negotiated in a secondary market.

Level 3: If one or more of the significant inputs is unobservable, the instrument is included in level 3. This is the case for unlisted equity securities.

Specific valuation techniques used to value financial instruments include:

- Financial assets (other than derivatives) – The fair value of securities is determined by reference to their closing prices on the date of presentation of the consolidated financial statements. If there is no market price, fair value is estimated based on the present value of future cash flows discounted using the observable rates and market rates on the date of presentation.
- Swap – These operations swap cash flow based on the comparison of profitability between two indexers. Thus, the agent assumes both positions – put in one indexer and call on another.
- Forward – at the market quotation value, and the installments receivable or payable are fixed to a future date, adjusted to present value, based on market rates published at B3.
- Futures – Foreign exchange rates, prices of shares and commodities are commitments to buy or sell a financial instrument at a future date, at a contracted price or yield and may be settled in cash or through delivery. Daily cash settlements of price movements are made for all instruments.
- Options – option contracts give the purchaser the right to buy or sell the instrument at a fixed price negotiated at a future date. Those who acquire the right must pay a premium to the seller. This premium is not the price of the instrument, but only an amount paid to have the option (possibility) to buy or sell the instrument at a future date for a previously agreed price.

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- Others: Derivatives – the warrant liabilities issued by XPAC Corporation Corp. contain features that qualify as embedded derivatives. The fair value of Public Warrants issued in connection with the Initial Public Offering have been measured based on the listed market price of such warrants.
- Other financial assets and liabilities – Fair value, which is determined for disclosure purposes, is calculated based on the present value of the principal and future cash flows, discounted using the observable rates and market rates on the date the financial statements are presented.
- Loans operations – Fair value is determined through the present value of expected future cash flows discounted using the observable rates and market rates on the date the financial statements are presented.
- Contingent consideration – Fair value of the contingent consideration liability related to acquisitions is estimated by applying the income approach and discounting the expected future payments to selling shareholders under the terms of the purchase and sale agreements.

All of the resulting fair value estimates are included in level 2, except for unlisted equity securities, contingent consideration liability and certain financial assets, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

Below are the Group financial assets and liabilities by level within the fair value hierarchy. The Group assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels:

	2022			Fair Value	Book Value
	Level 1	Level 2	Level 3		
Financial Assets					
Financial assets at Fair value through profit or loss					
Securities	73,022,643	14,490,361	—	87,513,004	87,513,004
Derivative financial instruments	296,249	8,920,906	—	9,217,155	9,217,155
Investments in associates measured at fair value	—	—	1,523,425	1,523,425	1,523,425
Fair value through other comprehensive income					
Securities	34,478,668	—	—	34,478,668	34,478,668
Evaluated at amortized cost					
Securities	7,579,658	1,695,368	—	9,275,026	9,272,103
Securities purchased under agreements to resell	—	7,172,777	—	7,172,777	7,603,820
Securities trading and intermediation	—	3,271,000	—	3,271,000	3,271,000
Accounts receivable	—	597,887	—	597,887	597,887
Loan operations	—	20,874,930	—	20,874,930	22,211,161
Other financial assets	—	3,517,189	—	3,517,189	3,517,189
Financial liabilities					
Fair value through profit or loss					
Securities loaned	13,048,246	481,019	—	13,529,265	13,529,265
Derivative financial instruments	167,874	8,437,535	—	8,605,409	8,605,409
Evaluated at amortized cost					
Securities sold under repurchase agreements	—	31,370,050	—	31,370,050	31,790,091
Securities trading and intermediation	—	16,062,697	—	16,062,697	16,062,697
Financing instruments payable	—	43,669,798	—	43,669,798	43,683,629
Borrowings	—	1,814,714	—	1,814,714	1,865,880
Accounts payables	—	617,394	—	617,394	617,394
Other financial liabilities	—	10,987,283	566,930	11,554,213	11,554,213

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	2021			Fair Value	Book Value
	Level 1	Level 2	Level 3		
Financial Assets					
Financial assets at Fair value through profit or loss					
Securities	49,677,779	8,502,176	—	58,179,955	58,179,955
Derivative financial instruments	194,911	10,748,803	—	10,943,714	10,943,714
Investments in associates measured at fair value	—	—	1,221,424	1,221,424	1,221,424
Fair value through other comprehensive income					
Securities	32,332,377	—	—	32,332,377	32,332,377
Evaluated at amortized cost					
Securities	1,870,205	671,977	—	2,542,182	2,238,807
Securities purchased under agreements to resell	—	9,124,719	—	9,124,719	8,894,531
Securities trading and intermediation	—	1,405,651	—	1,405,651	1,405,651
Accounts receivable	—	469,086	—	469,086	469,086
Loan operations	—	12,844,037	—	12,844,037	12,819,627
Other financial assets	—	461,515	—	461,515	461,515
Financial liabilities					
Fair value through profit or loss					
Securities loaned	2,146,398	518,804	—	2,665,202	2,665,202
Derivative financial instruments	157,710	11,750,473	—	11,908,183	11,908,183
Evaluated at amortized cost					
Securities sold under repurchase agreements	—	26,276,252	—	26,276,252	26,281,345
Securities trading and intermediation	—	15,597,555	—	15,597,555	15,597,555
Financing instruments payable	—	23,974,348	—	23,974,348	24,429,086
Borrowings	—	1,932,859	—	1,932,859	1,928,782
Accounts payables	—	867,526	—	867,526	867,526
Other financial liabilities	—	6,937,029	743,443	7,680,472	7,680,472

As of December 31, 2022 and 2021 the total contingent consideration liability is reported at fair value and is dependent on the profitability of the acquired associate and businesses. The total contingent consideration is classified within Level 3 of the fair value hierarchy. The contingent consideration liability represents the maximum amount payable under the purchase and sale agreements discounted using an appropriate rate, which includes the Brazilian risk free rate. Changes in an average discount rate of 12.82% by 100 bps would increase/decrease the fair value of contingent consideration liability by R\$8,787.

The investments held through our investees which are considered to be venture capital investments are classified as Level 3 of the fair value hierarchy. The inputs used by the Group are derived for discounted rates for these investments using a capital asset model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset. Change in the discount rate by 100 bps would increase/decrease the fair value by R\$15,523.

Transfers into and out of fair value hierarchy levels are analyzed at the end of each consolidated financial statement. As of December 31, 2022, the Group had no transfers between Level 2 and Level 3.

35. Management of financial risks and financial instruments

(a) Overview

The Group is exposed to the following risks:

- (i) Credit risk;
- (ii) Liquidity risk;
- (iii) Market risk;
 - Currency risk;
 - Interest rate risk;
 - Price risk.
- (iv) Operating risk.

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(b) Risk management structure

Management has overall responsibility for establishing and supervising the risk management structure of the Group. Risk Management is under a separated structure from business areas, reporting directly to senior management, to ensure exemption of conflict of interest, and segregation of functions appropriate to good corporate governance and market practices.

The risk management policies of the Group are established to identify and analyze the risks faced, to set appropriate risk limits and controls, and to monitor risks and adherence to the limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and in the activities of the Group. The Group, through its training and management standards and procedures, developed a disciplined and constructive control environment within which all its employees are aware of their duties and obligations.

Regarding the subsidiary XP CCTVM and the other subsidiaries components of XP Prudential Conglomerate (Brazilian Central Bank oversight definition), the organization structure is based on the recommendations proposed by the Basel Accord, in which procedures, policies and methodology are formalized consistent with risk tolerance and with the business strategy and the various risks inherent to the operations and/or processes, including market, liquidity, credit and operating risks. The Group seeks to follow the same risk management practices as those applying to all companies.

Such risk management processes are also related to going concern management procedures, mainly in terms of formulating impact analyses, business continuity plans, contingency plans, backup plans and crisis management.

(c) Credit risk

Credit risk is defined as the possibility of losses associated with the failure, by the borrower or counterparty, of their respective financial obligations under the agreed terms, the devaluation of the credit agreement resulting from the deterioration in the borrower's risk rating, the reduction gains or remuneration, the advantages granted in the negotiation and the costs of recovery.

The Risk Management document establishes its credit policy based on the composition of the portfolio by security, by internal rating of issuer and/or the issue, by the current economic activity, by the duration of the portfolio, by the macroeconomic variables, among others.

The Credit Analysis department is also actively involved in this process and it is responsible for assessing the credit risk of issues and issuers with which it maintains or intends to maintain credit relationships, also using an internal credit risk allocation methodology (rating) to classify the likelihood of loss of counterparties.

For the loan operations XP Inc uses client's investments as collaterals to reduce potential losses and protect against credit risk exposure by managing these collaterals so that they are always sufficient, legally enforceable (effective) and viable, XP monitors the value of the collaterals. The Credit Risk Management provides subsidies to define strategies as risk appetite, to establish limits, including exposure analysis and trends as well as the effectiveness of the credit policy.

The loans operations have a high credit quality and the Group often uses risk mitigation measures, primarily through client's investments as collaterals, which explains the low provision ratio.

The Group's policies regarding obtaining collateral have not significantly changed during the reporting period and there has been no significant change in the overall quality of the collateral held by the Group since the prior period.

Management undertakes credit quality analysis of assets that are not past due or reduced to recoverable value. As of December 31, 2022, and 2021 such assets were substantially represented by Loan operations and Securities purchased under agreements to resell of which the counterparties are Brazilian banks with low credit risk, securities issued by the Brazilian government, as well as derivative financial instruments transactions, which are mostly traded on the stock exchange (B3 S.A. – Brasil, Bolsa, Balcão) and which, therefore, have its guarantee.

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The carrying amount of the financial assets representing the maximum exposure to credit risk is shown in the table below:

	2022	2021
Financial assets		
Securities purchased under agreements to resell	7,603,820	8,894,531
Securities	131,263,775	92,751,139
Public securities	63,895,371	48,246,922
Private securities	67,368,404	44,504,217
Derivative financial instruments	9,217,155	10,943,714
Securities trading and intermediation	3,271,000	1,405,651
Accounts receivable	597,887	469,086
Loan operations	22,211,161	12,819,627
Other financial assets	3,517,189	461,515
Off-balance exposures (credit card limits)	5,014,845	1,367,399
Total	182,696,832	129,112,662

(d) Liquidity risk

Liquidity risk is the possibility that the institution will not be able to efficiently honor its expected, unexpected, current or future obligations.

Liquidity management operates in line with the Group's strategy and business model, being compatible with the nature of operations, the complexity of its products and the relevance of risk exposure. This liquidity management policy establishes actions to be taken in cases of liquidity contingency, and these must be sufficient to generate a new meaning for cash within the required minimum limits.

The group maintains an adequate level of liquidity at all times, always working with a minimum cash limit. This is done through management that is compatible and consistent with your ability obtaining resources in the market, with its budgetary targets for the evolution of the volume of its assets and is based on the management of cash flows, observing the minimum limits of daily cash balances and cash needs projections, in the management of stocks of highly liquid assets and simulations of adverse scenarios.

Risk structure and management are the responsibility of the Risk department, reporting to the Executive Board, thus avoiding any conflict of interest with departments that require liquidity.

(d1) Maturities of financial liabilities

The tables below summarizes the Group's financial liabilities into groupings based on their contractual maturities:

Liabilities	2022					Contractual cash flow
	Up to 1 month	From 2 to 3 months	From 3 to 12 months	From 1 to 5 years	Above 5 years	
Securities loaned	13,048,246	—	—	—	481,019	13,529,265
Derivative financial instruments	796,909	845,446	2,340,407	4,507,132	115,515	8,605,409
Securities sold under repurchase agreements	31,790,091	—	—	—	—	31,790,091
Securities trading and intermediation	16,062,697	—	—	—	—	16,062,697
Financing instruments payable	4,407,525	9,469,722	5,917,325	23,078,719	810,338	43,683,629
Borrowings	—	—	1,865,880	—	—	1,865,880
Accounts payables	617,394	—	—	—	—	617,394
Other financial liabilities	5,959,212	534,835	4,432,215	627,951	—	11,554,213
Total	72,682,074	10,850,003	14,555,827	28,213,802	1,406,872	127,708,578

XP Inc. and its subsidiaries

Notes to consolidated financial statements

December 31, 2022, 2021 and 2020

(In thousands of Brazilian Reais, unless otherwise stated)



Liabilities	2021					
	Up to 1 month	From 2 to 3 months	From 3 to 12 months	From 1 to 5 years	Above 5 years	Contractual cash flow
Securities loaned	2,146,398	—	—	—	518,804	2,665,202
Derivative financial instruments	758,821	1,379,092	2,250,942	6,436,008	1,083,320	11,908,183
Securities sold under repurchase agreements	26,281,345	—	—	—	—	26,281,345
Securities trading and intermediation	15,597,555	—	—	—	—	15,597,555
Financing instruments payable	982,877	1,245,279	5,790,698	15,525,061	885,171	24,429,086
Borrowings	—	—	1,661,067	267,715	—	1,928,782
Accounts payables	867,526	—	—	—	—	867,526
Other financial liabilities	5,856,309	—	4,365	1,819,798	—	7,680,472
Total	52,490,831	2,624,371	9,707,072	24,048,582	2,487,295	91,358,151

(e) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk: foreign exchange variation, interest rates and share prices.

The aim of market risk management is to control exposure to market risks, within acceptable parameters, while optimizing return.

Market risk management for operations is carried out through policies, control procedures and prior identification of risks in new products and activities, with the purpose to maintain market risk exposure at levels considered acceptable by the Group and to meet the business strategy and limits defined by the Risk Committee.

The main tool used to measure and control the exposure risk of the Group to the market, mainly in relation to their trading assets portfolio, is the Maps Luna program, which calculates the capital allocation based on the exposure risk factors in the regulations issued by Brazil Central Bank ("BACEN") for financial institutions, which are taken as a basis for the verification of the risk exposure of the assets of the Group.

In order to comply with the provisions of the regulatory body, the financial institutions of the Group make daily control of the exposure by calculating the risk portions, recording the results in Document 2011 - Daily Statement of Capital Requirements (DDR) in BACEN Circular Letter No, 3,331/08, submitting it daily to this institution.

With the formalized rules, the Risk Department has the objective of controlling, monitoring and ensuring compliance with the pre-established limits, and may refuse, in whole or in part, to receive and/or execute the requested transactions, upon immediate communication to customers, in addition to intervening in cases of non-compliance and reporting all atypical events to the Committee.

In addition to the control performed by the tool, the Group adopt guidelines to control the risk of the assets that mark the Treasury operations so that the own portfolios of the participating companies are composed by assets that have low volatility and, consequently, less exposure to risk. In the case of non-compliance with the operational limits, the Treasury Manager shall take the necessary measures to reframe as quickly as possible.

(e1) Currency risk

The purpose of Group's management of foreign exchange exposure is to mitigate the effects arising from variation in foreign exchange rates, which may present high volatility periods.

The currency (or foreign exchange) risk arises from positions that are sensitive to oscillations in foreign exchange rates. These positions may be originated by financial instruments that are denominated in a currency other than the functional currency in which the balance sheet is measured or through positions in derivative instruments (for negotiation or hedge) and investments in subsidiaries abroad.

XP Inc. and its subsidiaries

Notes to consolidated financial statements

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(In thousands of Brazilian Reais, unless otherwise stated)



The Group hold interest in XP Holding International LLC, XP Advisors Inc, and XP Holding UK Ltd, whose equity as of December 31, 2022 was US\$150 thousand (US\$52,905 thousand as of December 31, 2021), US\$5,744 thousand (US\$2,658 thousand as of December 31, 2021) and GBP6,967 thousand (GBP1,918 thousand as of December 31, 2021) respectively.

The risk of the XP Holding International LLC and XP Advisors Inc is hedged with the objective of minimizing the volatility of the functional currency (BRL) against the US\$ arising from foreign investment abroad (see Note 9).

The foreign currency exposure risk of XP Holding UK Ltd is not hedged.

(e2) Interest rate risk

It arises from the possibility that the Group incurs in gains or losses arising from fluctuations in interest rates on its financial assets and liabilities.

Below are presented the risk rates that the Group is exposed:

- Selic/DI
- IGPM
- IPCA
- PRE
- Foreign exchange coupon

(e3) Price risk

Price risk is the risk arising from the change in the price of the investment fund portfolio and of shares listed on the stock exchange, held in the portfolio of the Group, which may affect its profit and loss. The price risk is controlled by the management of the Group, based on the diversification of its portfolio and/or through the use of derivatives contracts, such as options or futures.

(e4) Sensitivity analysis

According to the market information, the Group performed the sensitivity analysis by market risk factors considered relevant. The largest losses, by risk factor, in each of the scenarios were presented with an impact on the profit and loss, providing a view of the exposure by risk factor of the Group in exceptional scenarios. The following sensitivity analyzes do not consider the functioning dynamics of risk and treasury areas, since once these losses are detected, risk mitigation measures are quickly triggered, minimizing the possibility of significant losses.

Trading portfolio	Exposures	2022		
		Scenarios		
Risk factors	Risk of variation in:	I	II	III
Fixed interest rate	Fixed interest rate in Reais	(174)	(231,438)	(483,589)
Exchange coupons	Foreign currencies coupon rate	(15)	(5,407)	(10,418)
Foreign currencies	Exchange rates	(2,089)	22,825	(120,873)
Price indexes	Inflation coupon rates	(118)	(19,523)	(40,147)
Shares	Shares prices	(4,689)	(46,927)	(242,687)
Seed Money (i)	Seed Money	(6,685)	(167,106)	(334,211)
		(13,770)	(447,576)	(1,231,925)

XP Inc. and its subsidiaries

Notes to consolidated financial statements

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(In thousands of Brazilian Reais, unless otherwise stated)



Trading portfolio	Exposures	2021		
		Scenarios		
Risk factors	Risk of variation in:	I	II	III
Fixed interest rate	Fixed interest rate in Reais	(285)	(110,555)	(204,607)
Exchange coupons	Foreign currencies coupon rate	(35)	(5,578)	(11,325)
Foreign currencies	Exchange rates	(364)	177,203	384,340
Price indexes	Inflation coupon rates	(248)	(53,407)	(103,602)
Shares	Shares prices	(1,483)	(131,753)	92,024
Seed Money ⁽ⁱ⁾	Seed Money	(6,203)	(155,068)	(310,136)
		(8,618)	(279,158)	(153,306)

(i) Related to seed money strategy, which includes several risk factors that are disclosed in aggregate.

Scenario I: Increase of 1 basis point in the rates in the fixed interest rate yield, exchange coupons, inflation and 1 percentage point in the prices of shares and currencies;

Scenario II: Project a variation of 25 percent in the rates of the fixed interest yield, exchange coupons, inflation, both rise and fall, being considered the largest losses resulting by risk factor; and

Scenario III: Project a variation of 50 percent in the rates of the fixed interest yield, exchange coupons, inflation and interest rates, both rise and fall, being considered the largest losses resulting from the risk factor.

(f) Operating risk

Operational risk is characterized by the possibility of losses resulting from external events or failure, deficiency or inadequacy of internal processes, people and systems, including legal risk. Operational risk events include the following categories: internal fraud; external fraud; labor demands and poor workplace safety; inappropriate practices relating to customers, products and services; damage to physical assets owned or used by XP; situations that cause the interruption of XP's activities; and failures in information technology systems, processes or infrastructure.

The Group's main objective is to ensure the identification, classification and monitoring of situations that may generate financial losses, given the companies' reputation, as well as any regulatory assessment due to the occurrence of an operational risk event, XP adopts the model of 3 lines of defense, in which the main responsibility for the development and implementation of controls to deal with operational risks is attributed to the Management within each business unit, seeking to manage mainly:

- (i) Requirements of segregation of functions, including independent authorization for transactions;
- (ii) Requirements of reconciliation and monitoring of transactions;
- (iii) Compliance with legal and regulatory requirements;
- (iv) Documentation of controls and procedures;
- (v) Requirements of periodic assessment of the operating risks faced and the adequacy of the controls and procedures for dealing with the identified risks;
- (vi) Development of contingency plans;
- (vii) Professional training and development; and
- (viii) Ethical and business standards;

In addition, the Group's financial institutions, in compliance with the provisions of Article 4, paragraph 2, of Resolution No. 3,380/06 of the National Monetary Council ("CMN") of June 27, 2006, have a process that covers institutional policies, procedures, contingency and business continuity plans and systems for the occurrence of external events, in addition to formalizing the single structure required by the regulatory agency.

36. Capital Management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group also monitors capital based on the net debt and the gearing ratio. Net debt is calculated as total debt (including borrowings, lease liabilities, structured financing and debentures as shown in the consolidated balance sheet) less cash and cash equivalent (including cash, securities purchased under agreements to resell and certificate deposits as shown in the consolidated statement of cash flows). The gearing ratio corresponds to the net debt expressed as a percentage of total capital.

The net debt and corresponding gearing ratios as of December 2022 and 2021 were as follows:

	2022	2021
Group debt (Note 37) ⁽ⁱ⁾	8,175,437	7,073,021
Structured financing (Note 20 (b))	1,933,522	2,415,400
Total debt	10,108,959	9,488,421
Cash	(3,553,126)	(2,485,641)
Securities purchased under agreements to resell (Note 6 (a))	(646,478)	(1,071,328)
Certificate deposits (Securities) (Note 7 (a))	(252,877)	(194,892)
Deposits at Central Bank (Note 20 (a))	(514,999)	—
Net debt	5,141,479	5,736,560
Total equity	17,035,735	14,416,836
Total capital	22,177,214	20,153,396
Gearing ratio %	23.18%	28.46%

(i) Includes Debentures and Bonds designated as fair value through profit or loss. See Note 7(e) and 17, respectively.

(i) Minimum capital requirements

Although capital is managed considering the consolidated position, certain subsidiaries are subject to minimum capital requirement from local regulators.

The subsidiary XP CCTVM, leader of the Prudential Conglomerate (which includes Banco XP and XP DTVM), under BACEN regulation regime, is required to maintain a minimum capital and follow aspects from the Basel Accord.

The subsidiary XP Vida e Previdência operates in retirement plans business and is oversight by the SUSEP, being required to present Adjusted Shareholders' Equity (PLA) equ to or greater than the Minimum Required Capital ("CMR"), CMR is equivalent to the highest value between base capital and Venture Capital Liquidity ("CR").

On December 31, 2022 the subsidiaries XP CCTVM and XP Vida e Previdência were in compliance with all capital requirements.

There is no requirement for compliance with a minimum capital for the other Group companies.

(ii) Financial covenants

In relation to the long-term debt contracts, including multilateral instruments, recorded within "Borrowing and lease liabilities" and "Debentures" (Notes 19, 20 and 7), the Group is required to comply with certain performance conditions, such as profitability and efficiency indexes.

As of December 31, 2022, the amount of debt contracts under financial covenants is R\$279,828 (December 31, 2021 – R\$446,005). The Group has complied with these covenants throughout the reporting period.

Eventual failure of the Group to comply with such covenants may be considered as breach of contract and, as a result, considered for early settlement of related obligations.

37. Cash flow information

(i) Debt reconciliation

	Borrowings	Lease liabilities	Debt securities ⁽ⁱ⁾		Total
			Debentures and Notes	Bonds	
Total debt as of January 1, 2020	382,078	255,406	835,230	—	1,472,714
Acquisitions / Issuance	—	55,820	—	—	55,820
Write-off	—	(78,321)	—	—	(78,321)
Payments	(95,395)	(57,473)	(400,000)	—	(552,868)
Repurchase	—	—	(64,717)	—	(64,717)
Revaluation	—	(10,050)	—	—	(10,050)
Net foreign exchange differences	—	23,610	—	—	23,610
Interest accrued	11,892	19,456	21,473	—	52,821
Interest paid	(14,488)	—	(56,736)	—	(71,224)
Total debt as of December 31, 2020	284,087	208,448	335,250	—	827,785
Total debt as of January 1, 2021	284,087	208,448	335,250	—	827,785
Acquisitions / Issuance	1,570,639	116,248	500,018	3,691,262	5,878,167
Payments	(21,022)	(55,349)	(177,826)	—	(254,197)
Revaluation	—	24,234	—	—	24,234
Net foreign exchange differences	73,426	7,486	—	431,250	512,162
Interest accrued	21,689	17,488	60,919	74,798	174,894
Interest paid	(37)	—	(12,386)	(69,004)	(81,427)
Total debt as of December 31, 2021	1,928,782	318,555	705,975	4,128,306	7,081,618
Total debt as of January 1, 2022	1,928,782	318,555	705,975	4,128,306	7,081,618
Acquisitions / Issuance	—	49,853	1,890,500	—	1,940,353
Payments	(2,061)	(99,655)	(175,999)	—	(277,715)
Revaluation	—	(89)	—	—	(89)
Net foreign exchange differences	(87,158)	(5,820)	—	(218,607)	(311,585)
Interest accrued	69,593	22,794	203,275	129,113	424,775
Interest paid	(43,276)	—	(27,232)	(127,429)	(197,937)
Total debt as of December 31, 2022	1,865,880	285,638	2,596,519	3,911,383	8,659,420

(i) Debt securities includes Debentures measured at FVPL presented in Note 7(e) and does not include fair value adjustments of (i) Debentures - R\$86,819 (R\$18,077 - 2021) and (ii) Bonds - R\$350,207 (R\$9,480 - 2021).

(ii) Non-cash investing and financing activities

Non-cash investing and financing activities disclosed in other notes are: (i) related to business acquisitions through accounts payables (R\$ 7,490) and contingent consideration (R\$4,175) – see Note 5 and (ii) related to acquisition of investment in associates (Note 15) through accounts payables (R\$72,755), contingent consideration (R\$14,556) and through private issuance of shares (R\$70,030 - see Note 25).

(iii) Investing cashflow reconciliation from prior periods transactions

As of December 31, 2022, acquisition of subsidiaries, net of cash acquired presented on cash flow investing activities includes installments of business acquisitions occurred in 2020, in the total amount of R\$14,865.

38. Subsequent events

On April 5, 2023, the Company's Board of Directors approved the cancellation of 31,267,095 Class A shares (5.6% of total shares) held by the Company in treasury. Total share count, on April 5, 2023, went from 560,534,012 to 529,266,917 after cancellation.

**DESCRIPTION OF SECURITIES
REGISTERED UNDER SECTION 12 OF THE EXCHANGE ACT**

The following is a description of our outstanding securities registered under Section 12 of the Exchange Act as required pursuant to the relevant Items under Form 20-F. As of December 31, 2022, XP Inc. ("we," "us," "our" and "XP") had the following series of securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common shares, par value US\$0.00001 per share	XP	The NASDAQ Global Select Market

XP Inc. was incorporated on August 29, 2019, as a Cayman Islands exempted company with limited liability with the Cayman Islands Registrar of Companies. Our corporate purposes are unrestricted and we have the authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Act (As Revised) of the Cayman Islands, or the Companies Act.

Our affairs are governed principally by: (1) our Memorandum and Articles of Association; (2) the Companies Act; and (3) the common law of the Cayman Islands. As provided in our Memorandum and Articles of Association, subject to Cayman Islands law, we have full capacity to carry on or undertake any business or activity, do any act or enter into any transaction, and, for such purposes, full rights, powers and privileges. Our registered office is c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

CLASS A COMMON SHARES

Item 9. General

9.A.3 Preemptive rights

See "—Item 10.B Memorandum and articles of association-Preemptive or Similar Rights" below.

9.A.5 Type and class of securities

As of December 31, 2022, XP had a total issued share capital of US\$5,605.19, divided into 560,518,755 common shares. Those common shares are divided into 447,801,661 Class A common shares and 112,717,094 Class B common shares. All of our outstanding share capital is fully paid. Our Class A common shares are in book-entry form, registered in the name of each shareholder or its nominee.

As of December 31, 2022, our total authorized share capital was US\$35,000, divided into 3,500,000,000 shares par value US\$0.00001 each, of which (i) 2,000,000,000 shares are designated as Class A common shares, (ii) 1,000,000,000 shares are designated as Class B common shares, and (iii) 500,000,000 authorized but unissued shares are presently undesignated and may be issued by our board of directors as common shares of any class or as shares with preferred, deferred or other special rights or restrictions.

Our Memorandum and Articles of Association authorize two classes of common shares: Class A common shares, which are entitled to one vote per share and Class B common shares, which are entitled to 10 votes per share and to maintain a proportional ownership and voting interest in the event that additional Class A common shares are issued. Any holder of Class B common shares may convert his or her shares at any time into Class A common shares on a share-for-share basis. The rights of the two classes of common shares are otherwise identical, except as described in our Memorandum and Articles of Association. See "-Anti-Takeover Provisions in our Memorandum and Articles of Association-Two Classes of Common Shares."

Item 9.A.6. Limitations or qualifications

Not applicable.

Item 9.A.7. Other rights

Not applicable.

Item 10.B Memorandum and articles of association

The following information describes our Class A common shares and provisions set forth by our Memorandum and Articles of Association, the Companies Act; and the common law of the Cayman Islands. This description is only a summary. You should read and refer to our Second Amended and Restated Memorandum and Articles of Association included as Exhibit 3.1 to our annual report on Form 20-F.

Description of Our Memorandum and Articles of Association***History of Share Capital***

On December 10, 2019, the registration statement on Form F-1 (File No 333-234719) relating to our initial public offering of our class A common shares was declared effective by the SEC. On December 11, 2019, we commenced our initial public offering and on December 13, 2019, we closed our initial public offering.

As of December 31, 2022, XP had 17,848,085 Class A common shares in treasury.

General

Our shareholders adopted the Articles of Association included as Exhibit 3.1 to our annual report on Form 20-F. The following summary is subject to and qualified in its entirety by XP Inc.'s Memorandum and Articles of Association. This is not a summary of all the significant provisions of our Articles of Association, of the Companies Act or of the common law of the Cayman Islands and does not purport to be complete. Capitalized terms used but not defined herein have the meanings given to them in our annual report.

Corporate Purposes

Our corporate purposes are unrestricted and we have the authority to carry out any object not prohibited by any law as provided by Section 7(4) of Companies Act.

Issuance of Shares

Except as expressly provided in XP's Memorandum and Articles of Association or the Shareholders' Agreement, XP's board of directors has general and unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any unissued shares in the company's capital without the approval of our shareholders (whether forming part of the original or any increased share capital), either at a premium or at par, with or without preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise and to such persons, on such terms and conditions, and at such times as the directors may decide, but so that no share shall be issued at a discount, except in accordance with the provisions of the Companies Act. In accordance with its Memorandum and Articles of Association, XP shall not issue bearer shares.

XP's Memorandum and Articles of Association provide that at any time that there are Class A common shares in issue, additional Class B common shares may only be issued pursuant to (1) a share split, subdivision of shares or similar transaction or where a dividend or other distribution is paid by the issue of shares or rights to acquire shares or following capitalization of profits; (2) a merger, consolidation, or other business combination involving the issuance of Class B common shares as full or partial consideration; or (3) an issuance of Class A common shares, whereby holders of the Class B common shares are entitled to purchase a number of Class B common shares that would allow them to maintain their proportional ownership and voting interests in XP (following an offer by XP to each holder of Class B common shares to issue to such holder, upon the same economic terms and at the same price, such number of Class B common shares as would ensure such holder may maintain a proportional ownership and voting interest in XP pursuant to XP's Memorandum and Articles of Association). In light of: (a) the above provisions; and (b) the ten-to-one voting ratio between our Class B common shares and Class A common shares, holders of our Class B common shares will in many situations continue to maintain control of all matters requiring shareholder approval. This concentration of ownership and voting power will limit or preclude your ability to influence corporate matters for the foreseeable future. For more information see "-Preemptive or Similar Rights."

Fiscal Year

XP's fiscal year begins on January 1 of each year and ends on December 31 of the same year.

Voting Rights

The holder of a Class B common share is entitled, in respect of such share, to 10 votes per share, whereas the holder of a Class A common share is entitled, in respect of such share, to one vote per share. The holders of Class A common shares and Class B common shares vote together as a single class on all matters (including the election of directors) submitted to a vote of shareholders, except as provided below and as otherwise required by law.

XP's Memorandum and Articles of Association provide as follows regarding the respective rights of holders of Class A common shares and Class B common shares:

- (1) Class consents from the holders of Class A common shares and Class B common shares, as applicable, shall be required for any variation to the rights attached to their respective class of shares, however, the Directors may treat the two classes of shares as forming one class if they consider that both such classes would be affected in the same way by the proposal;
- (2) the rights conferred on holders of Class A common shares shall not be deemed to be varied by the creation or issue of further Class B common shares and vice versa; and
- (3) the rights attaching to the Class A common shares and the Class B common shares shall not be deemed to be varied by the creation or issue of shares with preferred or other rights, including, without limitation, shares with enhanced or weighted voting rights.

As set forth in the Memorandum and Articles of Association, the holders of Class A common shares and Class B common shares, respectively, do not have the right to vote separately if the number of authorized shares of such class is increased or decreased. Rather, the number of authorized Class A common shares and Class B common shares may be increased or decreased (but not below the number of shares of such class then outstanding) by both classes voting together by way of an "ordinary resolution," which is defined in the Memorandum and Articles of Association as being a resolution (1) of a duly constituted general meeting passed by a simple majority of the votes cast by, or on behalf of, the shareholders entitled to vote present in person or by proxy and voting at the meeting; or (2) approved in writing by all of the shareholders entitled to vote at a general meeting in one or more instruments each signed by one or more of the shareholders and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such instruments, if more than one, is executed. The Memorandum and Articles of Association provide further, however, that any resolution intended to be passed as an "ordinary resolution" in circumstances GA has exercised its veto rights pursuant to the Shareholders' Agreement in respect of such resolution shall be void *ab initio*.

Conversion Rights

As set forth in the Memorandum and Articles of Association, Class B common shares shall be convertible into Class A common shares in any of the manners set out in the Shareholders' Agreement. Furthermore, as set forth in the Memorandum and Articles of Association, each Class B common share will convert automatically into one Class A common share and no Class B common shares will be issued thereafter if, at any time, the total number of votes of the issued and outstanding Class B common shares represents less than 10% of the voting share rights of the Company.

Preemptive or Similar Rights

The Class B common shares are entitled to maintain a proportional ownership and voting interest in the event that additional Class A common shares are issued. As such, except for certain exceptions, if XP increases its share capital or issues common shares, it must first make an offer to each holder of Class B common shares to issue to such holder on the same economic terms such number of Class A common shares and Class B common shares, as applicable, as would ensure such holder may maintain a proportional ownership and voting interest in XP. This right to maintain a proportional ownership and voting interest may be waived by the holders of two-thirds of the Class B common shares in the context of a public offering. Pursuant to the Shareholders' Agreement, preemptive rights will be deemed waived to the extent a holder of Class B common shares does not exercise them within 30 days of XP first making an offer to such holder of Class B common shares. See "Item 6. Directors, senior management and employees-A. Directors and senior management-Shareholders' Agreement" in our annual report on Form 20-F.

Equal Status

Except as expressly provided in XP's Memorandum and Articles of Association, Class A common shares and Class B common shares have the same rights and privileges and rank equally, share ratably and are identical in all respects as to all matters. In the event of any merger, consolidation, scheme, arrangement or other business combination requiring the approval of our shareholders entitled to vote thereon (whether or not XP is the surviving entity), the holders of Class A common shares shall have the right to receive, or the right to elect to receive, the same form of consideration (as shall be adjusted, in the case of share or equivalent consideration, by the directors so as to account for the different economic and voting rights that exist or may exist between such consideration and the share classes) as the holders of Class B common shares, and (save as aforesaid) the holders of Class A common shares shall have the right to receive, or the right to elect to receive, at least the same amount of consideration on a per share basis as the holders of Class B common shares. In the event of any (1) tender or exchange offer to acquire any Class A common shares or Class B common shares by any third party pursuant to an agreement to which XP is a party, or (2) tender or exchange offer by XP to acquire any Class A common shares or Class B common shares, the holders of Class A common shares shall have the right to receive, or the right to elect to receive, the same form of consideration (as shall be adjusted, in the case of share or equivalent consideration, by the directors so as to account for the different economic and voting rights that exist or may exist between such consideration and the share classes) as the holders of Class B common shares, and (save as aforesaid) the holders of Class A common shares shall have the right to receive, or the right to elect to receive, at least the same amount of consideration on a per-share basis as the holders of Class B common shares.

Record Dates

For the purpose of determining shareholders entitled to notice of, or to vote at any general meeting of shareholders or any adjournment thereof, or shareholders entitled to receive dividend or other distribution payments, or in order to make a determination of shareholders for any other purpose, XP's board of directors may set a record date which shall not exceed forty clear days prior to the date where the determination will be made.

General Meetings of Shareholders

As a condition of admission to a shareholders' meeting, a shareholder must be duly registered as a shareholder of XP at the applicable record date for that meeting and, in order to vote, all calls or installments then payable by such shareholder to XP in respect of the shares that such shareholder holds must have been paid.

Subject to any special rights or restrictions as to voting then attached to any shares, at any general meeting every shareholder who is present in person or by proxy (or, in the case of a shareholder being a corporation, by its duly authorized representative not being himself or herself a shareholder entitled to vote) shall have one vote per Class A common share and 10 votes per Class B common share.

As a Cayman Islands exempted company, XP is not obliged by the Companies Act to call annual general meetings; however, the Memorandum and Articles of Association provide that in each year the company will hold an annual general meeting of shareholders. For the annual general meeting of shareholders the agenda will include, among other things, the presentation of the annual accounts and the report of the directors (if any). In addition, the agenda for an annual general meeting of shareholders will only include such items as have been included therein by the board of directors.

Also, XP may, but is not required to (unless required by the laws of the Cayman Islands), hold other extraordinary general meetings during the year. General meetings of shareholders are generally expected to take place in São Paulo, Brazil, but may be held elsewhere if the directors so decide.

The Companies Act provides shareholders a limited right to request a general meeting, and does not provide shareholders with any right to put any proposal before a general meeting in default of a company's Memorandum and Articles of Association. However, these rights may be provided in a company's Memorandum and Articles of Association. XP's Memorandum and Articles of Association provide that upon the requisition of one or more shareholders representing not less than one-third of the voting rights entitled to vote at general meetings, the board will convene an extraordinary general meeting and put the resolutions so requisitioned to a vote at such meeting. The Memorandum and Articles of Association provide no other right to put any proposals before annual general meetings or extraordinary general meetings.

Subject to regulatory requirements, the annual general meeting and any extraordinary general meetings must be called by not less than eight days' notice prior to the relevant shareholders meeting and convened by a notice discussed below. Alternatively, upon the prior consent of all holders entitled to receive notice, with regards to the annual general meeting, and the holders of 95% in par value of the shares entitled to attend and vote at an extraordinary general meeting, that meeting may be convened by a shorter notice and in a manner deemed appropriate by those holders.

XP will give notice of each general meeting of shareholders by publication on its website and in any other manner that it may be required to follow in order to comply with Cayman Islands law, Nasdaq and SEC requirements. The holders of registered shares may be given notice of a shareholders' meeting by means of letters sent to the addresses of those shareholders as registered in our shareholders' register, or, subject to certain statutory requirements, by electronic means.

Holders whose shares are registered in the name of DTC or its nominee, which we expect will be the case for all holders of Class A common shares, will not be a shareholder or member of the company and must rely on the procedures of DTC regarding notice of shareholders' meetings and the exercise of rights of a holder of the Class A common shares.

A quorum for a general meeting consists of any one or more persons holding or representing by proxy not less than 50% percent of the aggregate voting power of all shares in issue and entitled to vote upon the business to be transacted. If a quorum is not present within half an hour from the time appointed for the meeting to commence or if during such a meeting a quorum ceases to be present, a second meeting may be called with at least five days' notice to shareholders specifying the place, the day and the hour of the second meeting, as the Directors may determine, and if at the second meeting a quorum is not present within half an hour from the time appointed for the meeting to commence, the shareholders present shall be a quorum.

A resolution put to a vote at a general meeting shall be decided on a poll. Generally speaking, an ordinary resolution to be passed by the shareholders at a general meeting requires the affirmative vote of a simple majority of the votes cast by, or on behalf of, the shareholders entitled to vote, present in person or by proxy and voting at the meeting and a special resolution requires the affirmative vote on a poll of no less than two-thirds of the votes cast by the shareholders entitled to vote who are present in person or by proxy at a general meeting. However, XP's Memorandum and Articles of Association have expanded these definitions of ordinary and special resolutions to additionally provide that any such resolutions intended to be passed as such in circumstances where GA Bermuda has exercised its veto rights pursuant to the Shareholders' Agreement in respect of such resolution shall be void *ab initio*. Both ordinary resolutions and special resolutions may also be passed by a unanimous written resolution signed by all the shareholders of our Company, as permitted by the Companies Act and our Memorandum and Articles of Association.

Pursuant to XP's Memorandum and Articles of Association, general meetings of shareholders are to be chaired by the chairman of our board of directors or, in his absence, the vice-chairman of the board of directors. If the chairman or vice-chairman of our board of directors is absent, the directors present at the meeting shall appoint one of them to be chairman of the general meeting. If neither the chairman nor another director is present at the general meeting within 15 minutes after the time appointed for holding the meeting, the shareholders present in person or by proxy and entitled to vote may elect any one of the shareholders to be chairman. The order of business at each meeting shall be determined by the chairman of the meeting, and he or she shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts and things as are necessary or desirable for the proper conduct of the meeting, including, without limitation, the establishment of procedures for the maintenance of order and safety, limitations on the time allotted to questions or comments on the affairs of the Company, restrictions on entry to such meeting after the time prescribed for the commencement thereof, and the opening and closing of the polls.

Actions Void *Ab Initio*

Pursuant to the Memorandum and Articles of Association, certain actions which are taken in contravention of the Shareholders' Agreement shall be void *ab initio*. These include any share and security issuances, as well as share sales, transfers, purchases and redemptions, and board appointments.

Liquidation Rights

If XP is voluntarily wound up, the liquidator, after taking into account and giving effect to the rights of preferred and secured creditors and to any agreement between XP and any creditors that the claims of such creditors shall be subordinated or otherwise deferred to the claims of any other creditors and to any contractual rights of set-off or netting of claims between XP and any person or persons (including without limitation any bilateral or any multilateral set-off or netting arrangements between the company and any person or persons) and subject to any agreement between XP and any person or persons to waive or limit the same, shall apply XP's property in satisfaction of its liabilities *pari passu* and subject thereto shall distribute the property among the shareholders according to their rights and interests in XP.

Changes to Capital

Pursuant to the Memorandum and Articles of Association, XP may from time to time by ordinary resolution:

- increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe;
- consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- convert all or any of its paid-up shares into stock and reconvert that stock into paid-up shares of any denomination;
- subdivide its existing shares or any of them into shares of a smaller amount, provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; or
- cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

XP's shareholders may by special resolution, subject to confirmation by the Grand Court of the Cayman Islands on an application by the Company for an order confirming such reduction, reduce its share capital or any capital redemption reserve in any manner permitted by law.

In addition, subject to the provisions of the Companies Act, our Memorandum and Articles of Association and the Shareholders' Agreement, XP may:

- issue shares on terms that they are to be redeemed or are liable to be redeemed;
- purchase its own shares (including any redeemable shares); and
- make a payment in respect of the redemption or purchase of its own shares in any manner authorized by the Companies Act, including out of its own capital.

Transfer of Shares

Subject to any applicable restrictions set forth in the Memorandum and Articles of Association and the Shareholders' Agreement, any shareholder of XP may transfer all or any of his or her common shares by an instrument of transfer in the usual or common form or in the form prescribed by the Nasdaq or any other form approved by the Company's board of directors.

Our Class A common shares are traded on the Nasdaq in book-entry form and may be transferred in accordance with XP's Articles of Association and Nasdaq's rules and regulations.

However, XP's board of directors may, in its absolute discretion, decline to register any transfer of any common share which is either not fully paid up to a person of whom it does not approve or is issued under any share incentive scheme for employees which contains a transfer restriction that is still applicable to such common share. The board of directors may also decline to register any transfer of any common share unless:

- the instrument of transfer is lodged with XP, accompanied by the certificate (if any) for the common shares to which it relates and such other evidence as our board of directors may reasonably require to show the right of the transferor to make the transfer;
- the instrument of transfer is in respect of only one class of shares;
- the instrument of transfer is properly stamped, if required;
- the common shares transferred are free of any lien in favor of XP; and
- in the case of a transfer to joint holders, the transfer is not to more than four joint holders.

If the directors refuse to register a transfer they are required, within two months after the date on which the instrument of transfer was lodged, to send to the transferee notice of such refusal.

Share Repurchase

The Companies Act and the Memorandum and Articles of Association permit XP to purchase its own shares, subject to certain restrictions. The board of directors may only exercise this power on behalf of XP, subject to the Companies Act, the Memorandum and Articles of Association, the Shareholders' Agreement and to any applicable requirements imposed from time to time by the SEC, the Nasdaq, or by any recognized stock exchange on which our securities are listed.

Dividends and Capitalization of Profits

We have not adopted a dividend policy with respect to payments of any future dividends by XP. Subject to the Companies Act, XP's shareholders may, by resolution passed by a simple majority of the voting rights entitled to vote at a general meeting, declare dividends (including interim dividends) to be paid to shareholders but no dividend shall be declared in excess of the amount recommended by the board of directors. The board of directors may also declare dividends. Dividends may be declared and paid out of funds lawfully available to XP. Except as otherwise provided by the rights attached to shares and the Memorandum and Articles of Association of XP, all dividends shall be paid in proportion to the number of Class A common shares or Class B common shares a shareholder holds at the date the dividend is declared (or such other date as may be set as a record date); but, (1) if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly; and (2) where we have shares in issue which are not fully paid up (as to par value), we may pay dividends in proportion to the amounts paid up on each share.

The holders of Class A common shares and Class B common shares shall be entitled to share equally in any dividends that may be declared in respect of XP's common shares from time to time. In the event that a dividend is paid in the form of Class A common shares or Class B common shares, or rights to acquire Class A common shares or Class B common shares, (1) the holders of Class A common shares shall receive Class A common shares, or rights to acquire Class A common shares, as the case may be and (2) the holders of Class B common shares shall receive Class B common shares, or rights to acquire Class B common shares, as the case may be.

Pursuant to the Shareholders' Agreement, any distribution of dividends in an amount that exceeds 50% of our net profits for the year is subject to a veto right by GA Bermuda.

Appointment, Disqualification and Removal of Directors

XP is managed by its board of directors. The Memorandum and Articles of Association provide that the board of directors will be composed of such number of directors as a majority of directors in office may determine, being up to 12 directors on the date of adoption of the Memorandum and Articles of Association. There are no provisions relating to retirement of directors upon reaching any age limit. The Memorandum and Articles of Association also provide that, while XP's shares are admitted to trading on Nasdaq, the board of directors must always comply with the residency and citizenship requirements of the U.S. securities laws applicable to foreign private issuers.

The Memorandum and Articles of Association provide that directors shall be elected by an ordinary resolution of our shareholders, which requires the affirmative vote of a simple majority of the votes cast on the resolution by the shareholders entitled to vote who are present, in person or by proxy, at the meeting (provided that any resolution intended to be passed as an "ordinary resolution" in circumstances where GA Bermuda has exercised its veto rights pursuant to the Shareholders Agreement in respect of such resolution shall be void ab initio). Each director shall be appointed for a two year term, unless they resign or their office is vacated earlier, provided, however, that such term shall be extended beyond two years in the event that no successor has been appointed (in which case such term shall be extended to the date on which such successor has been appointed).

Grounds for Removing a Director

A director may be removed with or without cause by ordinary resolution. The notice of general meeting must contain a statement of the intention to remove the director and must be served on the director not less than ten calendar days before the meeting. The director is entitled to attend the meeting and be heard on the motion for his removal.

The office of a director will be vacated automatically if he or she (1) becomes prohibited by law from being a director; (2) becomes bankrupt or makes an arrangement or composition with his creditors; (3) dies or is in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as director; (4) resigns his office by notice to us; or (5) has for more than six months been absent without permission of the directors from meetings of the board of directors held during that period, and the remaining directors resolve that his or her office be vacated.

Proceedings of the Board of Directors

The Memorandum and Articles of Association provide that XP's business is to be managed and conducted by the board of directors. The quorum necessary for the board meeting shall be a simple majority of the directors then in office, which majority must include such directors as may be specified in the Shareholders' Agreement, and business at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a casting vote.

Subject to the provisions of the Memorandum and Articles of Association, the board of directors may regulate its proceedings as they determine is appropriate. Board meetings shall be held at least once every calendar quarter and shall take place either in São Paulo, Brazil or at such other place as the directors may determine.

Subject to the provisions of the Memorandum and Articles of Association, to any directions given by ordinary resolution of the shareholders and the listing rules of the Nasdaq, the board of directors may from time to time at its discretion exercise all powers of XP, including, subject to the Companies Act, the power to issue debentures, bonds and other securities of the company, whether outright or as collateral security for any debt, liability or obligation of our company or of any third party.

Corporate Opportunities

Pursuant to XP's Memorandum and Articles of Association, to the fullest extent permitted by applicable law, XP, on behalf of itself and its subsidiaries, agrees that Itáu, its affiliates and subsidiaries or any of their respective officers, directors, representatives, agents, shareholders, members and partners, (each a "specified party") has the right to, and shall have no duty (statutory, fiduciary, contractual or otherwise) not to, (x) directly or indirectly engage in the same or similar business activities or lines of business as XP or its subsidiaries, including those deemed to be competing with XP or its subsidiaries, or (y) directly or indirectly do business with any client or customer of XP or its subsidiaries. In addition, in the event that any specified party gains knowledge of a potential transaction or matter that may be a corporate opportunity for XP or its subsidiaries, such specified party shall have no duty (statutory, fiduciary, contractual or otherwise) to communicate or present such corporate opportunity to XP or its subsidiaries and, notwithstanding anything in XP's Memorandum and Articles of Association to the contrary and, to the fullest extent permitted by applicable law, shall not be liable to XP or its subsidiaries by reason of the fact that such specified party, directly or indirectly, pursues or acquires such opportunity for itself, directs such opportunity to another person, or does not present such opportunity to XP or its subsidiaries. Notwithstanding anything in XP's Memorandum and Articles of Association to the contrary, a specified party who is a director or officer of XP and who is offered a business opportunity for XP or its subsidiaries solely in his or her capacity as a director or officer of XP (a "directed opportunity") shall communicate such directed opportunity to XP. Nothing in XP's Memorandum and Articles of Association shall be deemed to supersede any rights or obligations of any specified party under the Shareholders' Agreement. Each shareholder and director of XP, shall comply with the applicable duties and obligations under the Companies Act. All confidential information of XP that is disclosed by XP to (a) any of the directors while such person is acting solely in his or her capacity as a director of XP; or (b) the shareholders solely in their capacity as shareholders of XP, shall not be used by such receiving party in any manner that violates applicable

law. In this context, "confidential information" means all proprietary information of XP that is disclosed by XP to the directors or shareholders of XP in their capacity as directors or shareholders, respectively, other than information that (a) is or becomes part of the public domain other than as a result of unauthorized disclosure by the directors or shareholders of XP; (b) is or becomes available to any such director or shareholder from a source other than XP, provided that such other source is not, to the applicable director's or shareholder's reasonable knowledge, acting in breach of applicable laws; (c) was in the possession of such director or shareholder prior to the disclosure of such information to such party by XP, other than as a result of a disclosure in a breach of applicable laws; or (d) was independently developed by such director or shareholder without reference to such confidential information.

Inspection of Books and Records

Holders of XP shares will have no general right under Cayman Islands law to inspect or obtain copies of the list of shareholders or corporate records of the Company. However, the board of directors may determine from time to time whether and to what extent XP's accounting records and books shall be open to inspection by shareholders who are not members of the board of directors. Notwithstanding the above, the Memorandum and Articles of Association provide shareholders with the right to receive annual financial statements. Such right to receive annual financial statements may be satisfied by publishing the same on the company's website or filing such annual reports as we are required to file with the SEC.

Register of Shareholders

Our Class A common shares are held through DTC, and DTC or Cede & Co., as nominee for DTC, is recorded in the shareholders' register as the holder of our Class A common shares.

Under Cayman Islands law, XP must keep a register of shareholders that includes:

- the names and addresses of the shareholders, a statement of the shares held by each member, and of the amount paid or agreed to be considered as paid, on the shares of each member;
- the date on which the name of any person was entered on the register as a member; and
- the date on which any person ceased to be a member.

Under Cayman Islands law, the register of shareholders of XP is prima facie evidence of the matters set out therein (*i.e.* the register of shareholders will raise a presumption of fact on the matters referred to above unless rebutted) and a shareholder registered in the register of shareholders is deemed as a matter of Cayman Islands law to have *prima facie* legal title to the shares as set against his or her name in the register of shareholders.

If the name of any person is incorrectly entered in or omitted from the register of shareholders, or if there is any default or unnecessary delay in entering on the register the fact of any person having ceased to be a shareholder of XP, the person or member aggrieved (or any shareholder of XP, or XP itself) may apply to the Cayman Islands Grand Court for an order that the register be rectified, and the Court may either refuse such application or it may, if satisfied of the justice of the case, make an order for the rectification of the register.

Exempted Company

XP is an exempted company with limited liability under the Companies Act. The Companies Act distinguishes between ordinary resident companies and exempted companies. Any company that is registered in the Cayman Islands but conducts business mainly outside of the Cayman Islands may apply to be registered as an exempted company. The requirements for an exempted company are essentially the same as for an ordinary company except for the exemptions and privileges listed below:

- an exempted company does not have to file an annual return of its shareholders with the Registrar of Companies;
- an exempted company's register of shareholders is not open to inspection;
- an exempted company does not have to hold an annual general meeting;
- an exempted company may obtain an undertaking against the imposition of any future taxation (such undertakings are usually given for 20 years in the first instance);
- an exempted company may register by way of continuation in another jurisdiction and be deregistered in the Cayman Islands;
- an exempted company may register as a limited duration company; and
- an exempted company may register as a segregated portfolio company.

"Limited liability" means that the liability of each shareholder is limited to the amount unpaid by the shareholder on the shares of the company (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

Anti-Takeover Provisions in our Memorandum and Articles of Association

Some provisions of the Memorandum and Articles of Association may discourage, delay or prevent a change in control of XP or management that shareholders may consider favorable. In particular, the capital structure of XP concentrates ownership of voting rights in the hands of XP Controle and XP Control, with XP Controle and XP Control as the controlling shareholders. These provisions, which are summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of XP to first negotiate with the board of directors. However, these provisions could also have the effect of discouraging others from attempting hostile takeovers and, as a consequence, they may also inhibit temporary fluctuations in the market price of the Class A common shares that often result from actual or rumored hostile takeover attempts. These provisions may also have the effect of preventing changes in the management of XP. It is possible that these provisions could make it more difficult to accomplish transactions that shareholders may otherwise deem to be in their best interests.

Two Classes of Common Shares

The Class B common shares of XP are entitled to 10 votes per share, while the Class A common shares are entitled to one vote per share. Since XP Controle, XP Control LLC, or XP Control, and GA Bermuda own all of the Class B common shares, XP Controle, XP Control and GA Bermuda currently have the ability to elect a majority of the directors and to determine the outcome of most matters submitted for a vote of shareholders, with XP Controle and XP Control as the controlling shareholders. This concentrated voting control could discourage others from initiating any potential merger, takeover, or other change of control transaction that other shareholders may view as beneficial.

So long as XP Controle, XP Controle and GA Bermuda have the ability to determine the outcome of most matters submitted to a vote of shareholders, third parties may be deterred in their willingness to make an unsolicited merger, takeover, or other change of control proposal, or to engage in a proxy contest for the election of directors. As a result, the fact that XP has two classes of common shares may have the effect of depriving you as a holder of Class A common shares of an opportunity to sell your Class A common shares at a premium over prevailing market prices and make it more difficult to replace the directors and management of XP.

Preferred Shares

XP's board of directors is given wide powers to issue one or more classes or series of shares with preferred rights. Such preferences may include, for example, dividend rights, conversion rights, redemption privileges, enhanced voting powers and liquidation preferences.

Despite the anti-takeover provisions described above, under Cayman Islands law, XP's board of directors may only exercise the rights and powers granted to them under the Memorandum and Articles of Association, for what they believe in good faith to be in the best interests of XP.

Protection of Non-Controlling Shareholders

The Grand Court of the Cayman Islands may, on the application of shareholders holding not less than one fifth of the shares of XP in issue, appoint an inspector to examine the Company's affairs and report thereon in a manner as the Grand Court shall direct.

Subject to the provisions of the Companies Act, any shareholder may petition the Grand Court of the Cayman Islands which may make a winding-up order, if the court is of the opinion that this winding up is just and equitable.

Notwithstanding the U.S. securities laws and regulations that are applicable to XP, general corporate claims against XP by its shareholders must, as a general rule, be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by XP's Memorandum and Articles of Association.

The Cayman Islands courts ordinarily would be expected to follow English case law precedents, which permit a minority shareholder to commence a representative action against XP, or derivative actions in XP's name, to challenge (1) an act which is ultra vires or illegal; (2) an act which constitutes a fraud against the minority and the wrongdoers themselves control XP; and (3) an irregularity in the passing of a resolution that requires a qualified (or special) majority.

THE COMPANIES ACT (AS REVISED)
EXEMPTED COMPANY LIMITED BY SHARES
SECOND AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
XP Inc.

(adopted by Special Resolution passed on 18 October 2022)

- 1 The name of the Company is XP Inc.
- 2 The registered office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place within the Cayman Islands as the Directors may decide.
- 3 Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted.
- 4 Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Act.
- 5 Nothing in this Memorandum shall permit the Company to carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.
- 6 The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
- 7 The liability of each Shareholder is limited to the amount from time to time unpaid on such Shareholder's shares.
- 8 The share capital of the Company is US\$35,000 divided into 3,500,000,000 shares of a nominal or par value of US\$0.00001 each which, at the date on which this Memorandum becomes effective, comprise (i) 2,000,000,000 Class A Common Shares; (ii) 1,000,000,000 Class B Common Shares (which Class B Common Shares may be converted into Class A Common Shares in the manner contemplated in the Second Amended and Restated Articles of Association of the Company); and (iii) 500,000,000 shares of such class or classes (howsoever designated) and having the rights as the Board may determine from time to time in accordance with Article 4 of the Second Amended and Restated Articles of Association of the Company, provided, however, that any action taken by the Board in contravention of the terms of the Shareholders Agreement shall be void ab initio.
- 9 The Company may exercise the power contained in the Law to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

- 10 The Shareholders acknowledge that the Shareholders Agreement, on the date of adoption of this Memorandum;
- (a) is governed by and construed in accordance with Brazilian law and that any and all disputes arising out of or related to the Shareholders Agreement shall be settled by arbitration in the manner set forth in the Shareholders Agreement; and
 - (b) provides that, in the event of any conflict or disagreement between the provisions of the Shareholders Agreement and this Memorandum or the Second Amended and Restated Articles of Association of the Company, the provisions of the Shareholders Agreement shall prevail as between the Shareholders that are party to the Shareholders Agreement and that those Shareholders undertake to take all actions available to them, including voting to amend any conflicting provisions in this Memorandum or the Second Amended and Restated Articles of Association of the Company, as the case may be, to ensure that this is the case.
- 11 Capitalized terms that are not defined in this Memorandum bear the meaning given in the Second Amended and Restated Articles of Association of the Company.

THE COMPANIES ACT (AS REVISED)
EXEMPTED COMPANY LIMITED BY SHARES
SECOND AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
XP Inc.

(adopted by Special Resolution passed on 18 October 2022)

1 Preliminary

1.1 The regulations contained in Table A in the First Schedule of the Law shall not apply to the Company and the following regulations shall be the Articles of Association of the Company.

1.2 In these Articles:

(a) the following terms shall have the meanings set opposite if not inconsistent with the subject or context:

"Allotment"	shares are taken to be allotted when a person acquires the unconditional right to be included in the Register of Shareholders in respect of those shares;
"Affiliate"	in respect of a Person, means any other Person that, directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, such Person, and shall include a partnership, a corporation or any natural person or entity which directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such entity;
"Articles"	these articles of association of the Company as from time to time amended by Special Resolution provided, however, that any amendment in contravention of the terms of the Shareholders Agreement shall be void ab initio;
"Audit Committee"	the audit committee of the Company formed by the Board pursuant to Article 24 hereof, or any successor of the audit committee;
"Board" or "Board of Directors"	the board of directors of the Company;
"Board of Officers"	the board of officers comprising three (3) to ten (10) members, one (1) being the chief executive officer, one (1) being the chief financial officer, and the other officers having such designation as the Board of Directors may determine, elected and removed at any time by the Board of Directors;

"Business Combination"	a statutory amalgamation, merger, consolidation, arrangement or other reorganization requiring the approval of the members of one or more of the participating companies as well as a short-form merger or consolidation that does not require a resolution of members, provided that the consummation of any such transaction in contravention of the terms of the Shareholders Agreement shall be void ab initio;
"Chairman"	the chairman of the Board of Directors appointed in accordance with Article 20.2;
"Class A Common Shares"	class A common shares of a nominal or par value of US\$ 0.00001 each in the capital of the Company having the rights provided for in these Articles;
"Class B Common Shares"	class B common shares of a nominal or par value of US\$0.00001 each in the capital of the Company having the rights provided for in these Articles;
"Clear days"	in relation to a period of notice means that period excluding both the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"Clearing House"	a clearing house recognized by the laws of the jurisdiction in which shares in the capital of the Company (or depository receipts thereof) are listed or quoted on a stock exchange or interdealer quotation system in such jurisdiction;
"Common Shares"	Class A Common Shares, Class B Common Shares and shares of such other classes as may from time to time be designated by the Board pursuant to these Articles as being common shares for the purposes of Article 5.3;
"Company"	the above named company;
"Company's Website"	the website of the Company and/or its web-address or domain name;
"Control"	the ownership, directly or indirectly, of shares possessing more than fifty per cent (50%) of the voting power of the corporation, partnership or other entity (other than, in the case of a corporation, shares having such power only by reason of the happening of a contingency), or having the power to control the management or elect a majority of members to the board of directors or equivalent decision-making body of such corporation, partnership or other entity;
"Designated Stock Exchange"	the Nasdaq Global Market and any other stock exchange or interdealer quotation system listed in Schedule 4 of the Law on which shares in the capital of the Company are listed or quoted;
"Directors"	the Directors for the time being of the Company or, as the case may be, those Directors assembled as a Board or as a committee of the Board;
"Dividend"	includes a distribution or interim dividend or interim distribution;

"Electronic"	has the same meaning as in the Electronic Transactions Law (as revised);
"Electronic Communication"	a communication sent by electronic means, including electronic posting to the Company's Website, transmission to any number, address or internet website (including the SEC's website) or other electronic delivery methods as otherwise decided and approved by the Board;
"Electronic Record"	has the same meaning as in the Electronic Transactions Law (as revised);
"Electronic Signature"	has the same meaning as in the Electronic Transactions Law (as revised);
"Exchange Act"	the Securities Exchange Act of 1934, as amended of the United States of America;
"Executed"	includes any mode of execution;
"GA"	means General Atlantic (XP) Bermuda, LP, a corporation with head-office in Bermuda;
"Holder"	in relation to any share, the Shareholder whose name is entered in the Register of Shareholders as the holder of the share;
"Incentive Plan"	any incentive plan or scheme established or implemented by the Company pursuant to which any Person who provides services of any kind to the Company or any of its direct or indirect subsidiaries (including, without limitation, any employee, executive, officer, director, consultant, secondee or other provider of services) may receive and/or acquire newly-issued shares of the Company or any interest therein;
"Indemnified Person"	every Director, alternate Director, Secretary or other officer for the time being or from time to time of the Company;
"Independent Director"	a Director who is an independent director as defined in the rules of any Designated Stock Exchange or in Rule 10A-3 under the Exchange Act, as the case may be;
"Islands"	the British Overseas Territory of the Cayman Islands;
"Itaú"	means ITB Holding Brasil Participações Ltda., a limited liability company, duly incorporated under the laws of Brazil and with head-office in the City of São Paulo, State of São Paulo, Brazil, and/or its Affiliates, as applicable;
"Law"	the Companies Act (as revised);
"Memorandum"	the memorandum of association of the Company as from time to time amended, provided, however, that any amendment in contravention of the terms of the Shareholders Agreement shall be void ab initio;

"Month"	a calendar month;
"Ordinary Resolution"	a resolution (i) of a duly constituted general meeting of the Company passed by a simple majority of the votes cast by, or on behalf of, the Shareholders entitled to vote present in person or by proxy and voting at the meeting, or (ii) approved in writing by all of the Shareholders entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Shareholders and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such instruments, if more than one, is executed provided, however, that any resolution intended to be passed as an Ordinary Resolution in circumstances where GA, as applicable, has exercised its veto rights pursuant to the Shareholders Agreement in respect of such resolution shall be void ab initio;
"Other Indemnitors"	persons or entities other than the Company that may provide indemnification, advancement of expenses and/or insurance to the Indemnified Persons in connection with such Indemnified Persons' involvement in the management of the Company;
"Paid up"	paid up as to the par value of the shares and includes credited as paid up;
"Person"	any individual, corporation, general or limited partnership, limited liability company, joint stock company, joint venture, estate, trust, association, organization or any other entity or governmental entity;
"Register of Shareholders"	the register of Shareholders required to be kept pursuant to the Law;
"Seal"	the common seal of the Company including every duplicate seal;
"SEC"	the Securities and Exchange Commission of the United States of America or any other federal agency for the time being administering the Securities Act;
"Secretary"	any person appointed by the Directors to perform any of the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
"Securities Act"	the Securities Act of 1933 of the United States of America, as amended, or any similar federal statute and the rules and regulations of the SEC thereunder, all as the same shall be in effect at the time;
"Share"	a share in the share capital of the Company, and includes stock (except where a distinction between shares and stock is expressed or implied) and includes a fraction of a share;
"Shareholders Agreement"	means the shareholders agreement dated November 29, 2019 between, amongst others, XP Controle, Itaú and GA, and the Company as intervening party, as may be amended from time to time;

"Shareholder"	has the same meaning as member in the Law;
"Signed"	includes an electronic signature or a representation of a signature affixed by mechanical means;
"Special Resolution"	means either: (i) a resolution passed by a majority of at least two-thirds of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given; or (ii) a resolution approved in writing by all of the Shareholders entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Shareholders aforesaid provided, however, that any resolution intended to be passed as a Special Resolution in circumstances where GA, as applicable, has exercised its veto rights pursuant to the Shareholders Agreement in respect of such resolution shall be void ab initio;
"Subsidiary"	a company is a subsidiary of another company if that other company: (i) holds a majority of the voting rights in it; (ii) is a member of it and has the right to appoint or remove a majority of its board of directors; or (iii) is a member of it and controls alone, pursuant to an agreement with other members, a majority of the voting rights in it; or if it is a subsidiary of a company which is itself a subsidiary of that other company. For the purpose of this definition the expression "company" includes any body corporate established in or outside of the Islands;
"Treasury Share"	a share held in the name of the Company as a treasury share in accordance with the Law;
"U.S. Person"	a Person who is a citizen or resident of the United States of America;
"Written and in Writing"	includes all modes of representing or reproducing words in visible form including in the form of an electronic record; and
"XP Controle"	means XP Controle Participações S.A., a corporation with head-office in the City and State of Rio de Janeiro, Brazil, and/or any successor entity thereto.

- (b) unless the context otherwise requires, words or expressions defined in the Law shall have the same meanings herein but excluding any statutory modification thereof not in force when these Articles become binding on the Company;
- (c) unless the context otherwise requires: (i) words importing the singular number shall include the plural number and vice-versa; (ii) words importing the masculine gender only shall include the feminine gender; and (iii) words importing persons only shall include companies or associations or bodies of person whether incorporated or not;
- (d) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative;
- (e) the headings herein are for convenience only and shall not affect the construction of these Articles;

(f) references to statutes are, unless otherwise specified, references to statutes of the Islands and, subject to paragraph (b) above, include any statutory modification or re-enactment thereof for the time being in force; and

(g) where an Ordinary Resolution is expressed to be required for any purpose, a Special Resolution is also effective for that purpose.

2 Formation Expenses

The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company including the expenses of registration.

3 Situation of offices of the Company

3.1 The registered office of the Company shall be at such address in the Islands as the Board shall from time to time determine.

3.2 The Company, in addition to its registered office, may establish and maintain such other offices, places of business and agencies in the Islands and elsewhere as the Board may from time to time determine.

4 Shares

4.1 Any action taken by the Company and/or the Board in connection with this Article 4 in contravention of the terms of the Shareholders Agreement shall be void ab initio.

4.2 (a) Subject to the rules of any Designated Stock Exchange and to the provisions, if any, in the Memorandum and these Articles, the Board has general and unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any unissued shares in the capital of the Company without the approval of Shareholders (whether forming part of the original or any increased share capital), either at a premium or at par, with or without preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise and to such persons, on such terms and conditions, and at such times as the Board may decide, provided, however, that: (i) no share shall be issued at a discount, except in accordance with the provisions of the Law; and (ii) any purported allotment, grant, offer, disposition or issue of shares in the capital of the Company made in contravention of the terms of the Shareholders Agreement shall be void ab initio.

(b) In particular and without prejudice to the generality of paragraph (a) above, the Board is hereby empowered pursuant to this Article 4 to authorise by resolution or resolutions from time to time and without the approval of Shareholders;

(i) the creation of one or more classes or series of preferred shares, to cause to be issued such preferred shares and to fix the designations, powers, preferences and relative participating, optional and other rights, if any, and the qualifications, limitations and restrictions thereof, if any, including, without limitation, the number of shares constituting each such class or series, dividend rights, conversion rights, redemption privileges, voting rights and powers (including full or limited or no voting rights or powers) and liquidation preferences, and to increase or decrease the number of shares comprising any such class or series (but not below the number of shares of any class or series of preferred shares then outstanding) to the extent permitted by law. Without limiting the generality of the foregoing, the resolution or resolutions providing for the establishment of any class or series of preferred shares may, to the extent permitted by law, provide that such class or series shall be superior to, rank equally with or be junior to the preferred shares of any other class or series;

(ii) to designate for issuance as Class A Common Shares or Class B Common Shares from time to time any or all of the authorised but unissued shares of the Company which have not at that time been designated by the Memorandum or by the Directors as being shares of a particular class;

(iii) to create one or more further classes of shares which represent common shares for the purposes of Article 5.3; and

(iv) to re-designate authorised but unissued Class B Common Shares from time to time as shares of another class.

(c) The Company shall not issue shares or warrants to bearer.

(d) Subject to the rules of any Designated Stock Exchange, the Board shall have general and unconditional authority to issue options, warrants or convertible securities of similar nature conferring the right upon the holders thereof to subscribe for, purchase or receive any class of shares or securities in the capital of the Company to such persons, on such terms and conditions and at such times as the Board may decide, provided that the issue of any such securities in contravention of the terms of the Shareholders Agreement shall be void ab initio.

4.3 Notwithstanding Article 4.2, at any time when there are Class A Common Shares in issue, Class B Common Shares may only be issued pursuant to:

(a) a share-split, subdivision or similar transaction or as contemplated in Articles 5.6 or 11.1(a)(iv) below;

(b) a Business Combination involving the issuance of Class B Common Shares as full or partial consideration; or

(c) an issuance of Class A Common Shares, whereby holders of Class B Common Shares are entitled to purchase a number of Class B Common Shares that would allow them to maintain their proportional ownership and voting interest in the Company pursuant to Article 4.4.

4.4 With effect from the date on which any Class A Common Shares are first admitted to trading on a Designated Stock Exchange, subject to Articles 4.5, 4.6 and 4.7, the Company shall not issue Class A Common Shares to a person on any terms unless:

(a) it has made an offer to each person who holds Class B Common Shares in the Company to issue to him on the same economic terms such number of Class B Common Shares as would ensure that the proportion in number of the issued Common Shares held by him as Class B Common Shares after the issuance of such Class A Common Shares will be as nearly as practicable equal to the proportion in number of the issued Common Shares held by him as Class B Common Shares before the said issuance; and

(b) the period during which any such offer may be accepted has expired or the Company has received notice of the acceptance or refusal of every offer so made.

An offer made pursuant to this Article 4.4 may be made in either hard copy or by electronic communication, must state a period during which it may be accepted and the offer shall not be withdrawn before the end of that period. The period referred to must be at least 14 days beginning with the date on which the offer is deemed to be delivered in accordance with Article 35.

4.5 An offer shall not be regarded as being made contrary to the requirements of Article 4.4 by reason only that:

(a) fractional entitlements are rounded or otherwise settled or sold at the discretion of the Board; or

(b) no offer of Class B Common Shares is made to a shareholder where the making of such an offer would in the view of the Board pose legal or practical problems in or under the laws or securities rules of any territory or the requirements of any regulatory body or stock exchange such that the Board considers it is necessary or expedient in the interests of the Company to exclude such shareholder from the offer; or

(c) the offer is conditional upon the said issue of Class A Common Shares proceeding.

- 4.6 The provisions of Article 4.4 do not apply in relation to the issue of:
- (a) Class A Common Shares if these are, or are to be, wholly or partly paid up otherwise than in cash;
 - (b) Class A Common Shares which would, apart from any renunciation or assignment of the right to their allotment, be held under or issued pursuant to an Incentive Plan; and
 - (c) Class A Common Shares issued in furtherance of an initial public offering of shares of the Company (IPO) or issued to underwriters in connection with an IPO pursuant to any over-allotment options granted by the Company.
- 4.7 The holders of two-thirds of Class B Common Shares in issue may authorise the Board to issue Class A Common Shares for cash in the context of a public offering and, on the granting of such an authority, the Board shall have the power to issue (pursuant to that authority) Class A Common Shares for cash as if Article 4.4 above did not apply to:
- (a) one or more issuances of Class A Common Shares to be made pursuant to that authority; and/or
 - (b) such issuances with such modifications as may be specified in that authority,
- and unless previously revoked, that authority shall expire on the date (if any) specified in the authority or, if no date is specified, 6 months after the date on which the authority is granted, but the Company may before the power expires make an offer or agreement which would or might require Class A Common Shares to be issued after it expires.
- 4.8 The Company may issue fractions of a share of any class and a fraction of a share shall be subject to and carry the corresponding fraction of liabilities (whether with respect to nominal or par value, premium, contribution, calls or otherwise howsoever), limitations, preferences, privileges, qualifications, restrictions, rights and other attributes of a whole share of that class of shares.
- 4.9 Except as required by Law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share (except only as by these Articles or by law otherwise provided) or any other rights in respect of any share except an absolute right to the entirety thereof in the holder.
- 4.10 (a) If at any time the share capital is divided into different classes of shares, the rights attached to any class of shares (unless otherwise provided by these Articles or the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of two-thirds of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class, provided, however, that any resolution passed in contravention of the terms of the Shareholders Agreement shall be void ab initio. To every such separate general meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be any one or more persons holding or representing by proxy not less than one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll;
- (b) For the purposes of this Article 4.10, the Directors may treat all classes of shares or any two or more classes of shares as forming one class if they consider that all such classes would be affected in the same way by the proposals under consideration.
 - (c) The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by:
 - (i) the creation or issue of further shares ranking *pari passu* therewith;
 - (ii) by the redemption or purchase of any shares of any class by the Company;
 - (iii) the cancellation of authorised but unissued shares of that class; or

(iv) the creation or issue of shares with preferred or other rights including, without limitation, the creation of any class or issue of shares with enhanced or weighted voting rights.

(d) The rights conferred upon holders of Class A Common Shares shall not be deemed to be varied by the creation or issue from time to time of further Class B Common Shares and the rights conferred upon holders of Class B Common Shares shall not be deemed to be varied by the creation or issue from time to time of further Class A Common Shares.

4.11 The Directors may accept contributions to the capital of the Company otherwise than in consideration of the issue of shares and the amount of any such contribution may, unless otherwise agreed at the time such contribution is made, be treated by the Company as a distributable reserve, subject to the provisions of the Law and these Articles.

5 Class A Common Shares and Class B Common Shares

5.1 Any action taken by the Company and/or the Board in connection with this Article 5 in contravention of the terms of the Shareholders Agreement shall be void ab initio.

5.2 Holders of Class A Common Shares and Class B Common Shares have the right to receive notice of, attend, speak and vote at general meetings of the Company. Holders of Class A Common Shares and Class B Common Shares shall at all times vote together as one class on all resolutions submitted to a vote by the Shareholders in general meetings. Each Class A Common Share shall entitle the holder to one (1) vote on all matters subject to a vote at general meetings of the Company, and each Class B Common Share shall entitle the holder to ten (10) votes on all matters subject to a vote at general meetings of the Company.

5.3 Without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares established pursuant to the Memorandum and/or these Articles from time to time, holders of Common Shares shall:

(a) be entitled to such dividends as the Board may from time to time declare;

(b) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purposes of a reorganization or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and

(c) generally be entitled to enjoy all of the rights attaching to shares.

5.4 In no event shall Class A Common Shares be convertible into Class B Common Shares.

5.5 Class B Common Shares shall be convertible into Class A Common Shares as follows:

(a) **Right of Conversion.** Class B Common Shares shall be convertible into the same number of Class A Common Shares, on a share-to-share basis, in any of the manners set out in the Shareholders Agreement. Notwithstanding the foregoing, if, at any time, the total number of votes of the issued and outstanding Class B Shares represents less than 10% of the voting share rights of the Company, the Class B Common Shares then in issue shall automatically and immediately be converted into Class A Common Shares and no Class B Common Shares shall be issued by the Company thereafter.

(b) **Mechanics of Conversion.** Before any holder of Class B Common Shares shall be entitled to convert such Class B Common Shares into Class A Common Shares pursuant to sub-paragraph (a) above, the holder shall, if available, surrender the certificate or certificates therefor, duly endorsed (where applicable), at the registered office of the Company.

Upon the occurrence of one of the bases of conversion provided for in sub-paragraph (a) above, the Company shall enter or procure the entry of the name of the relevant holder of Class B Common Shares as the holder of the relevant number of Class A Common Shares resulting from the conversion of the Class B Common Shares in, and make any other necessary and consequential changes to, the Register of Shareholders and shall procure that certificate(s) in respect of the relevant Class A Common Shares, together with a new certificate for any unconverted Class B Common Shares comprised in the certificate(s) surrendered by the holder of the Class B Common Shares, are issued to the holders of the Class A Common Shares and Class B Common Shares, as the case may be, if so requested.

Any conversion of Class B Common Shares into Class A Common Shares pursuant to this Article 5 shall be effected by means of the re-designation and re-classification of the relevant Class B Common Share as a Class A Common Share together with such rights and restrictions for the time being attached thereto and shall rank *pari passu* in all respects with the Class A Common Shares then in issue. Such conversion shall become effective forthwith upon entries being made in the Register of Shareholders to record the re-designation and re-classification of the relevant Class B Common Shares as Class A Common Shares.

If the conversion is in connection with a public offering of securities or any other sale of securities that is implemented through a Designated Stock Exchange, the conversion may, at the option of any holder tendering such Class B Common Shares for conversion, be conditional upon the closing of the sale of securities pursuant to such offering or sale, in which event any persons entitled to receive Class A Common Shares upon conversion of such Class B Common Shares shall not be deemed to have converted such Class B Common Shares until immediately prior to the closing of such sale of securities.

The Directors shall ensure that there are always a sufficient number of authorised but unissued Class A Common Shares available for issuance in connection with a conversion of any issued and outstanding Class B Common Shares.

(c) Effective upon and with effect from the conversion of a Class B Common Share into a Class A Common Share in accordance with this Article 5.5, the converted share shall be re-designated as and be treated for all purposes as a Class A Common Share and shall carry the rights and be subject to the restrictions attaching to Class A Common Shares including, without limitation, the right to one vote on matters subject to a vote at general meetings of the Company

5.6 No subdivision of Class A Common Shares into shares of an amount smaller than the nominal or par value of such shares at the relevant time shall be effected unless Class B Common Shares are concurrently and similarly subdivided to maintain the same proportion of Class B Common Shares and Class A Common Shares as before the subdivision, and no subdivision of Class B Common Shares into shares of an amount smaller than the nominal or par value of such shares at the relevant time shall be effected unless Class A Common Shares are concurrently and similarly subdivided to maintain the same proportion of Class B Common Shares and Class A Common Shares as before the subdivision.

5.7 No consolidation of Class A Common Shares into shares of an amount larger than the nominal or par value of such shares at the relevant time shall be effected unless Class B Common Shares are concurrently and similarly consolidated to maintain the same proportion of Class B Common Shares and Class A Common Shares as before the consolidation, and no consolidation of Class B Common Shares into shares of an amount larger than the nominal or par value of such shares at the relevant time may be effected unless Class A Common Shares are concurrently and similarly consolidated, to maintain the same proportion of Class B Common Shares and Class A Common Shares as before the consolidation.

5.8 In the event that a dividend or other distribution is paid by the issue of Class A Common Shares or Class B Common Shares or rights to acquire Class A Common Shares or Class B Common Shares (i) holders of Class A Common Shares shall receive Class A Common Shares or rights to acquire Class A Common Shares, as the case may be; and (ii) holders of Class B Common Shares shall receive Class B Common Shares or rights to acquire Class B Common Shares, as the case may be.

- 5.9 No Business Combination (whether or not the Company is the surviving entity) shall proceed unless by the terms of such transaction: (i) the holders of Class A Common Shares have the right to receive, or the right to elect to receive, the same form of consideration (as shall be adjusted, in the case of share or equivalent consideration, by the Directors so as to account for the different economic and voting rights that exist or may exist between such consideration and the share classes) as the holders of Class B Common Shares, and (ii) the holders of Class A Common Shares have the right to receive, or the right to elect to receive, at least the same amount of consideration on a per share basis as the holders of Class B Common Shares. The Directors shall not approve such a transaction unless the requirements of this Article are satisfied, provided that the approval of any such a transaction in contravention of the terms of the Shareholders Agreement shall be void ab initio.
- 5.10 No tender or exchange offer to acquire any Class A Common Shares or Class B Common Shares by any third party pursuant to an agreement to which the Company is to be a party, nor any tender or exchange offer by the Company to acquire any Class A Common Shares or Class B Common Shares shall be approved by the Company unless by the terms of such transaction: (i) the holders of Class A Common Shares shall have the right to receive, or the right to elect to receive, the same form of consideration (as shall be adjusted, in the case of share or equivalent consideration, by the Directors so as to account for the different economic and voting rights that exist or may exist between such consideration and the share classes) as the holders of Class B Common Shares, and (ii) the holders of Class A Common Shares shall have the right to receive, or the right to elect to receive, at least the same amount of consideration on a per share basis as the holders of Class B Common Shares. The Directors shall not approve such a transaction unless the requirements of this Article are satisfied, provided that the approval of any such a transaction in contravention of the terms of the Shareholders Agreement shall be void ab initio.
- 5.11 Save and except for voting rights and conversion rights and as otherwise set out in Article 4.4 and in this Article 5, Class A Common Shares and the Class B Common Shares shall rank *pari passu* and shall have the same rights, preferences, privileges and restrictions and share ratably and otherwise be identical in all respects as to all matters.

6 Share Certificates

- 6.1 A Shareholder shall only be entitled to a share certificate if the Directors resolve that share certificates shall be issued. Share certificates representing Shares, if any, shall be in such form as the Directors may determine. Share certificates shall be signed by one or more Directors or other person authorised by the Directors. The Directors may authorise certificates to be issued with the authorised signature(s) affixed by mechanical process. All certificates for Shares shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All certificates surrendered to the Company for transfer or conversion shall be cancelled and subject to these Articles and, save as provided in Articles 6.3, 7 and 8 below and in the case of a conversion of shares pursuant to Article 5, no new certificate shall be issued until the former certificate representing a like number of relevant Shares shall have been surrendered and cancelled.
- 6.2 Every share certificate of the Company shall bear legends required under the applicable laws, including the Securities Act. Every share certificate of the Company representing shares that are subject to the Shareholders Agreement shall bear a legend as follows:
- "THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A SHAREHOLDERS AGREEMENT AND HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, AND HAVE BEEN ACQUIRED FOR INVESTMENT AND NOT WITH A VIEW TO, OR IN CONNECTION WITH, THE SALE OR DISTRIBUTION THEREOF. NO TRANSFER MAY BE EFFECTED UNLESS IN ACCORDANCE WITH THE TERMS OF THE SHAREHOLDERS AGREEMENT OR WITHOUT AN EFFECTIVE REGISTRATION STATEMENT RELATED THERETO OR AN OPINION OF COUNSEL IN A FORM REASONABLY SATISFACTORY TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED."
- 6.3 If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the Directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery to the Company of the old certificate.

7 Lien

- 7.1 The Company shall have a first and paramount lien on every share (not being a share which is fully paid as to its par value and share premium) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share (including any premium payable). The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount in respect of it.
- 7.2 The Company may sell in such manner as the Directors determine any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen (14) clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold, provided that the sale of any such shares in contravention of the terms of the Shareholders Agreement shall be void ab initio.
- 7.3 To give effect to a sale, the Directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 7.4 The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for cancellation of the certificate for the shares sold, if any, and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

8 Calls on Shares and Forfeiture

- 8.1 Subject to the terms of allotment, the Directors may make calls upon the Shareholders in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each Shareholder shall (subject to receiving at least fourteen (14) clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or in part and payment of a call may be postponed in whole or in part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.
- 8.2 A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed.
- 8.3 The joint holders of a share shall be jointly and severally liable to pay all calls in respect of the share.
- 8.4 If a call remains unpaid after it has become due and payable, the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at an annual rate of ten percent (10%), but the Directors may waive payment of the interest wholly or in part.
- 8.5 An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call, and if it is not paid when due, all the provisions of these Articles shall apply as if that amount had become due and payable by virtue of a call.
- 8.6 Subject to the terms of allotment, the Directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.

- 8.7 If a call remains unpaid after it has become due and payable, the Directors may give to the person from whom it is due not less than fourteen (14) clear days' notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
- 8.8 If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
- 8.9 Subject to the provisions of the Law, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Directors think fit, provided that the disposal of any such shares in contravention of the terms of the Shareholders Agreement shall be void ab initio. Where, for the purposes of its disposal a forfeited share is to be transferred to any person, the Directors may authorise any person to execute an instrument of transfer of the share to that person.
- 8.10 A person any of whose shares have been forfeited shall cease to be a Shareholder in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited, if any, but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at an annual rate of ten percent (10%), from the date of forfeiture until payment but the Directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
- 8.10 A statutory declaration by a Director or the Secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

9 Transfer of Shares

- 9.1 Any action taken by the Company and/or the Board in connection with this Article 9 in contravention of the terms of the Shareholders Agreement shall be void ab initio.
- 9.2 Subject to these Articles, any Shareholder may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by any Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a Clearing House, by hand or by electronic signature or by such other manner of execution as the Board may approve from time to time, provided, however, that any purported transfer of shares made in contravention of the terms of the Shareholders Agreement shall be void ab initio. Without prejudice to the generality of the foregoing, title to listed shares of the Company may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Designated Stock Exchange on which such shares are listed.

- 9.3 The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to Article 9.2, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers including, where applicable, in accordance with the laws and rules applicable to the Designated Stock Exchange. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Shareholders in respect thereof. Nothing in these Articles shall preclude the Board from recognizing a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.
- 9.4 The Board may in its absolute discretion and without giving any reason therefor, refuse to register a transfer of any share:
- (a) that is not fully paid up (as to both par value and any premium) to a person of whom it does not approve;
 - (b) issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists;
 - (c) to more than four joint holders; or
 - (d) on which the Company has a lien.
- 9.5 Without limiting the generality of Article 9.4, the Board may also decline to recognise any instrument of transfer unless:
- (a) the instrument of transfer is in respect of only one class of shares;
 - (b) the Shares are fully paid (as to both par value and any premium) and free of any lien;
 - (c) the instrument of transfer is lodged at the registered office or such other place at which the Register of Shareholders is kept in accordance with the Law accompanied by any relevant share certificate(s), if any, and/or such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
 - (d) if applicable, the instrument of transfer is duly and properly stamped.
- 9.6 If the Directors refuse to register a transfer of a share, they shall within two (2) months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
- 9.7 The registration of transfers of shares or of any class of shares may, after compliance with any notice requirement of any Designated Stock Exchange, be suspended and the Register of Shareholders be closed at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.
- 9.8 The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the Directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.
- 10 Transmission of Shares**
- 10.1 If a Shareholder dies, the survivor, or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders shall be the only persons recognised by the Company as having any title to his interest; but nothing in these Articles shall release the estate of a deceased Shareholder from any liability in respect of any share which had been jointly held by him.

10.2 A person becoming entitled to a share in consequence of the death or bankruptcy of a Shareholder may, upon such evidence being produced as the Directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the Articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the Shareholder and the death or bankruptcy of the Shareholder had not occurred.

10.3 A person becoming entitled to a share by reason of the death or bankruptcy of a Shareholder shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of such share to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.

11 Changes of Capital

11.1 (a) Subject to and in so far as permitted by the provisions of the Law and these Articles, the Company may from time to time by Ordinary Resolution alter or amend the Memorandum to:

(i) increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe;

(ii) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;

(iii) convert all or any of its paid-up shares into stock and reconvert that stock into paid up shares of any denomination;

(iv) sub-divide its existing shares, or any of them, into shares of smaller amounts than is fixed by the Memorandum provided that in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(v) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

(b) Except so far as otherwise provided by the conditions of issue, the new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

11.2 Whenever as a result of a consolidation of shares any Shareholders would become entitled to fractions of a share, the Directors may, on behalf of those Shareholders, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Law, the Company) and distribute the net proceeds of sale in due proportion among those Shareholders, and the Directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

11.3 The Company may by Special Resolution reduce its share capital and any capital redemption reserve in any manner and with and subject to any incident, consent, order or other matter required by law, provided that adoption of such a resolution in contravention of the terms of the Shareholders Agreement shall be void ab initio.

12 Redemption and Purchase of Own Shares

12.1 Subject to the provisions of the Law and these Articles, the Company may:

- (a) issue shares on terms that they are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder on such terms and in such manner as the Directors may, before the issue of shares, determine;
 - (b) purchase its own shares (including any redeemable shares) in such manner and on such terms as the Directors may determine and agree with the relevant Shareholder; and
 - (c) make a payment in respect of the redemption or purchase of its own shares in any manner authorised by the Law, including out of capital,
- provided, however, that any purported redemption or repurchase of shares made in contravention of the terms of the Shareholders Agreement shall be void ab initio.

12.2 The Directors may, when making a payment in respect of the redemption or purchase of shares, if so authorised by the terms of issue of the shares (or otherwise by agreement with the holder of such shares) make such payment in cash or in specie (or partly in one and partly in the other).

12.3 Upon the date of redemption or purchase of a share, the holder shall cease to be entitled to any rights in respect thereof (excepting always the right to receive (i) the price therefor and (ii) any dividend which had been declared in respect thereof prior to such redemption or purchase being effected) and accordingly his name shall be removed from the Register of Shareholders with respect thereto and the share shall be cancelled.

13 Treasury Shares

13.1 The Directors may, prior to the purchase, redemption or surrender of any Share, determine that such Share shall be held as a Treasury Share.

13.2 The Directors may determine to cancel a Treasury Share or transfer a Treasury Share on such terms as they think proper (including, without limitation, for nil consideration).

14 Register of Shareholders

14.1 The Company shall maintain or cause to be maintained an overseas or local Register of Shareholders in accordance with the Law.

14.2 The Directors may determine that the Company shall maintain one or more branch registers of Shareholders in accordance with the Law. The Directors may also determine which Register of Shareholders shall constitute the principal register and which shall constitute the branch register or registers, and to vary such determination from time to time.

15 Closing Register of Shareholders or Fixing Record Date

15.1 For the purpose of determining Shareholders entitled to notice of, or to vote at any meeting of Shareholders or any adjournment thereof, or Shareholders entitled to receive payment of any dividend or other distribution, or in order to make a determination of Shareholders for any other purpose, the Directors may provide that the Register of Shareholders shall be closed for transfers for a stated period which shall not in any case exceed thirty (30) days. If the Register shall be so closed for the purpose of determining those Shareholders that are entitled to receive notice of, attend or vote at a meeting of Shareholders, the Register shall be so closed for at least ten (10) clear days immediately preceding such meeting and the record date for such determination shall be the date of the closure of the Register.

15.2 In lieu of, or apart from, closing the Register of Shareholders, the Directors may fix, in advance or in arrears, a date as the record date for any such determination of Shareholders entitled to notice of, or to vote at any meeting of the Shareholders or any adjournment thereof, or for the purpose of determining the Shareholders entitled to receive payment of any dividend or other distribution, or in order to make a determination of Shareholders for any other purpose, provided that such a record date shall not exceed forty (40) clear days prior to the date where the determination will be made.

15.3 If the Register of Shareholders is not so closed and no record date is fixed for the determination of Shareholders entitled to notice of, or to vote at, a meeting of Shareholders or Shareholders entitled to receive payment of a dividend or other distribution, the date on which notice of the meeting is sent or posted or the date on which the resolution of the Directors resolving to pay such dividend or other distribution is passed, as the case may be, shall be the record date for such determination of Shareholders. When a determination of Shareholders entitled to vote at any meeting of Shareholders has been made as provided in this Article, such determination shall apply to any adjournment thereof.

16 General Meetings

16.1 An annual general meeting of the Company may at the discretion of the Board be held in the year in which these Articles are adopted and shall be held in each year thereafter. The Company may, but shall not (unless required by the Law) be obliged to, in each year hold any other general meeting.

16.2 The agenda of the annual general meeting shall be set by the Board and shall include the presentation of the Company's annual accounts and the report of the Directors (if any).

16.3 Annual general meetings shall be held in the City of São Paulo, State of São Paulo, Brazil or in such other places as the Directors may unanimously determine.

16.4 All general meetings other than annual general meetings shall be called extraordinary general meetings and the Company shall specify the meeting as such in the notices calling it.

16.5 The Directors may, whenever they think fit, convene an extraordinary general meeting of the Company, and they shall on a Shareholders' requisition in accordance with these Articles or the Shareholders Agreement forthwith proceed to convene an extraordinary general meeting of the Company.

16.6 A Shareholders' requisition is a requisition of one or more Shareholders holding at the date of deposit of the requisition shares representing in the aggregate not less than one-third of the votes entitled to be cast at general meetings of the Company.

16.7 The Shareholders' requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office, and may consist of several documents in like form each signed by one or more requisitionists.

16.8 If there are no Directors as at the date of the deposit of the Shareholders' requisition or if the Directors do not within fourteen (14) days from the date of the deposit of the Shareholders' requisition duly proceed to convene a general meeting to be held within a further fourteen (14) days, the requisitionists, or any of them representing more than one-half of the total voting rights of all of the requisitionists, may themselves convene a general meeting, but any meeting so convened shall be held no later than the day which falls three (3) months after the expiration of the first said fourteen (14) day period.

16.9 A general meeting convened as aforesaid by requisitionists shall be convened in as close to the same manner as possible as that in which general meetings are to be convened by Directors.

16.10 Save as set out in Articles 16.1 to 16.9, the Shareholders have no right to propose resolutions to be considered or voted upon at annual general meetings or extraordinary general meetings of the Company.

17 Notice of General Meetings

- 17.1 At least eight days' notice specifying the place, the day and the hour of each general meeting and the general nature of such business to be transacted thereat shall be given in the manner hereinafter provided, including, but not limited to, as described in Article 35, or in such other manner (if any) as may be prescribed by Ordinary Resolution, to such persons as are entitled to vote or may otherwise be entitled under these Articles to receive such notices from the Company; provided that a general meeting of the Company shall, whether or not the notice specified in this Article has been given and whether or not the provisions of these Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed:
- (a) in the case of an annual general meeting, by all of the Shareholders entitled to attend and vote thereat; and
 - (b) in the case of an extraordinary general meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, together holding not less than 95%, in par value of the Shares giving that right.
- 17.2 The non-receipt of notice of a meeting that was sent to the correct address by any person entitled to receive notice shall not invalidate the proceedings at that general meeting.

18 Proceedings at General Meetings

- 18.1 No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. One or more Shareholders holding not less than fifty percent (50%) in aggregate of the voting power of all Shares in issue and entitled to vote, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorised representative, shall represent a quorum.
- 18.2 If a quorum is not present within half an hour from the time appointed for the meeting to commence or if during such a meeting a quorum ceases to be present, a second meeting may be called with at least five (5) days' notice to Shareholders specifying the place, the day and the hour of the second meeting, as the Directors may determine, and if at the second meeting a quorum is not present within half an hour from the time appointed for the meeting to commence, the Shareholders present shall be a quorum.
- 18.3 A person may participate in a general meeting by conference telephone or other communications equipment by means of which all the persons participating in the meeting can communicate with each other at the same time. Participation by a Shareholder in a meeting in this manner is treated as presence in person at that meeting and is counted in a quorum and entitled to vote.
- 18.4 The Chairman or in his absence the vice-chairman of the Board (if any) shall preside as chairman of the meeting, but if neither the Chairman nor such vice-chairman (if any) is present within fifteen (15) minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman. If no Director is willing to act as chairman, or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the Shareholders present in person or by proxy and entitled to vote shall choose one of their number to be chairman.
- 18.5 The order of business at each such meeting shall be as determined by the chairman of the meeting. The chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts and things as are necessary or desirable for the proper conduct of the meeting, including, without limitation, the establishment of procedures for the maintenance of order and safety, limitations on the time allotted to questions or comments on the affairs of the Company, restrictions on entry to such meeting after the time prescribed for the commencement thereof, and the opening and closing of the polls. The chairman of the meeting shall announce at each such meeting the date and time of the opening and the closing of the polls for each matter upon which the Shareholders will vote at such meeting.

- 18.6 A Director shall, notwithstanding that he is not a Shareholder, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.
- 18.7 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice shall be given in the manner herein provided, including, but not limited to, as described in Article 35, specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 18.8 At each meeting of the Shareholders, all corporate actions, including the election of Directors, to be taken by vote of the Shareholders (except as otherwise required by applicable law and except as otherwise provided in these Articles) shall be authorised by Ordinary Resolution. Where a separate vote by a class or classes or series is required, save as provided in Article 4.10, the affirmative vote of the majority of Shares of such class or classes or series present in person or represented by proxy at the meeting and voting shall be the act of such class or series (unless provided otherwise in the resolutions providing for the issuance of such class or series).
- 18.9 At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.
- 18.10 A poll shall be taken in such manner as the chairman directs and he may appoint scrutineers (who need not be Shareholders) and fix a place and time for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
- 18.11 In the case of equality of votes, the chairman of the meeting shall not be entitled to a casting vote and the resolution shall fail.
- 18.12 If for so long as the Company has only one Shareholder:
- (a) in relation to a general meeting, the sole Shareholder or a proxy for that Shareholder or (if the Shareholder is a corporation) a duly authorised representative of that Shareholder is a quorum and Article 18.1 is modified accordingly;
 - (b) the sole Shareholder may agree that any general meeting be called by shorter notice than that provided for by these Articles; and
 - (c) all other provisions of these Articles apply with any necessary modification (unless the provision expressly provides otherwise).

19 Votes of Shareholders

- 19.1 Subject to any rights or restrictions attached to any shares (including without limitation the enhanced voting rights attaching to Class B Common Shares provided for in Article 5), every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative (not being himself a Shareholder entitled to vote) or by proxy, shall on a poll have one vote for every share of which he is the holder (or, in the case of a Class B Common Share, ten (10) votes for every Class B Common Share of which he is the holder).
- 19.2 In the case of joint holders, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the Register of Shareholders.

- 19.3 A Shareholder in respect of whom an order has been made by any court having jurisdiction (whether in the Islands or elsewhere) in matters concerning mental disorder may vote, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be received at the registered office of the Company, or at such other place as is specified in accordance with these Articles for the deposit or delivery of forms of appointment of a proxy, or in any other manner specified in these Articles for the appointment of a proxy, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 19.4 No Shareholder shall, unless the Directors otherwise determine, be entitled to vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy or by a corporate representative, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.
- 19.5 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- 19.6 Votes may be given either personally or by proxy. Deposit or delivery of a form of appointment of a proxy does not preclude a Shareholder from attending and voting at the meeting or at any adjournment of it, save that only the Shareholder or his proxy may cast a vote.
- 19.7 A Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all votes he uses the same way.
- 19.8 Subject as set out herein, an instrument appointing a proxy shall be in writing in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the appointor save that, subject to the Law, the Directors may accept the appointment of a proxy received in an electronic communication at an address specified for such purpose, on such terms and subject to such conditions as they consider fit. The Directors may require the production of any evidence which they consider necessary to determine the validity of any appointment pursuant to this Article.
- 19.9 Subject to Article 19.10 below, the form of appointment of a proxy and any authority under which it is executed or a copy of such authority certified notari ally or in some other way approved by the Directors may:
- (a) in the case of an instrument in writing, be left at or sent by post to the registered office of the Company or such other place within the Islands or elsewhere as is specified in the notice convening the meeting or in any form of appointment of proxy sent out by the Company in relation to the meeting at any time before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote;
 - (b) in the case of an appointment of a proxy contained in an electronic communication, where an address has been specified by or on behalf of the Company for the purpose of receiving electronic communications:
 - (i) in the notice convening the meeting; or
 - (ii) in any form of appointment of a proxy sent out by the Company in relation to the meeting; or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting;be received at such address at any time before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote;

(c) in the case of a poll taken more than forty-eight (48) hours after it is demanded, be deposited or delivered as required by paragraphs (a) or (b) of this Article after the poll has been demanded and at any time before the time appointed for the taking of the poll; or

(d) where the poll is taken immediately but is taken not more than forty-eight (48) hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to the secretary or to any Director;

and a form of appointment of proxy which is not deposited or delivered in accordance with this Article or Article 19.10 is invalid.

19.10 Notwithstanding Article 19.9 above, the Directors may by way of note to or in any document accompanying the notice of a general meeting (or adjourned meeting) fix the latest time by which the appointment of a proxy must be communicated to or received by the Company (being not more than 48 hours before the relevant meeting).

19.11 A vote or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office of the Company or, in the case of a proxy, any other place specified for delivery or receipt of the form of appointment of proxy or, where the appointment of a proxy was contained in an electronic communication, at the address at which the form of appointment was received, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

19.12 Any corporation or other non-natural person which is a Shareholder of the Company may in accordance with its constitutional documents, or, in the absence of such provision, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual Shareholder.

19.13 If a Clearing House (or its nominee(s)) or depositary (or its nominee(s)) is a Shareholder of the Company, it may, by resolution of its directors or other governing body or by power of attorney, authorise such Person(s) as it thinks fit to act as its representative(s) at any general meeting of the Company or of any class of shareholders of the Company, provided that, if more than one Person is so authorised, the authorisation shall specify the number and class of shares in respect of which such Person is so authorised. A Person so authorised pursuant to this Article shall be entitled to exercise the same powers on behalf of the recognized clearing house (or its nominee(s)) or depositary (or its nominee(s)) which he represents as that recognized clearing house (or its nominee(s)) or depositary (or its nominee(s)) could exercise if it were an individual Shareholder holding the number and class of shares specified in such authorisation.

20 Number of Directors and Chairman

20.1 The Board shall consist of such number of Directors as a majority of the Directors then in office may determine from time to time, being up to twelve (12) Directors on the date of the adoption of these Articles, provided that the nomination and/or appointment of any Director in contravention of the terms of the Shareholders Agreement shall be void ab initio.

20.2 The Board of Directors shall have a chairman of the Board of Directors elected and appointed by the Directors. The Directors may also elect a vice-chairman of the Board of Directors. The period for which the Chairman and the vice-chairman shall hold office shall also be determined by the Directors. The Chairman shall preside as chairman at every meeting of the Board of Directors at which he is present. Where the Chairman is not present at a meeting of the Board of Directors, the vice-chairman of the Board of Directors (if any) shall act as chairman, or in his absence, the attending Directors may choose one Director to be the chairman of the meeting.

21 Appointment, Disqualification and Removal of Directors

21.1 Save as provided in Articles 21.4 and 24.5, Directors shall be elected by an Ordinary Resolution.

Nomination Rights

21.2 Shareholders that are party to the Shareholders Agreement shall enjoy nomination rights in the manner set out in the Shareholders Agreement.

Term of Office

21.3 Every Director and officer shall be appointed for a two year term, unless they resign or their office is vacated earlier, provided, however, that such term shall be extended beyond two years in the event that no successor has been appointed (in which case such term shall be extended to the date on which such successor has been appointed).

21.4 Any vacancies on the Board arising other than upon the removal of a Director by resolution passed at a general meeting can be filled by the remaining Director(s) (notwithstanding that the remaining Director(s) may constitute fewer than the number of Directors required by Article 20.1 or fewer than is required for a quorum pursuant to Article 27.1). Any such appointment shall be as an interim Director to fill such vacancy until the next annual general meeting (and such appointment shall terminate at the commencement of the annual general meeting).

21.5 There is no age limit for Directors of the Company.

21.6 No shareholding qualification shall be required for a Director. A Director who is not a Shareholder shall nevertheless be entitled to receive notice of and to attend and speak at general meetings of the Company.

21.7 While any shares of the Company are admitted to trading on a Designated Stock Exchange, the Board must at all times comply with the residency and citizenship requirements of securities laws of the United States applicable to foreign private issuers and shall at no time have a majority of Directors who are U.S. Persons. Notwithstanding any other provision in these Articles, no appointment or election of a U.S. Person as a Director shall be permitted if such appointment or election would have the effect of creating a majority of Directors who are U.S. Persons, and any such appointment or election shall be disregarded for all purposes.

21.8 Directors may be removed (with or without cause) by Ordinary Resolution. The notice of general meeting must contain a statement of the intention to remove the Director and must be served on the Director not less than ten (10) calendar days before the meeting. The director is entitled to attend the meeting and be heard on the motion for his removal.

21.9 The office of a Director shall be vacated automatically if:

(a) he or she becomes prohibited by law from being a Director;

(b) he or she becomes bankrupt or makes any arrangement or composition with his creditors generally;

(c) he or she dies or is, in the opinion of all his co-Directors, incapable by reason of mental disorder of discharging his duties as Director;

(d) he or she resigns his or her office by notice to the Company; or

(e) he or she has for more than six (6) months been absent without permission of the Directors from meetings of Directors held during that period and the remaining Directors resolve that his or her office be vacated.

22 Alternate Directors

- 22.1 Any Director (but not an alternate Director) may by writing appoint any other Director, or any other person willing to act, to be an alternate Director and by writing may remove from office an alternate Director so appointed by him.
- 22.2 An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at every such meeting at which the Director appointing him is not personally present, to sign any written resolution of the Directors (in place of his appointor) and generally to perform all the functions of his appointor as a Director in his absence.
- 22.3 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.
- 22.4 Any appointment or removal of an alternate Director shall be by written notice to the Company at its registered office, signed by the Director making or revoking the appointment, or in any other manner approved by the Directors.
- 22.5 Subject to the provisions of these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and shall not be deemed to be the agent of the Director appointing him.

23 Powers of Directors

- 23.1 Subject to the provisions of the Law, to the Memorandum and these Articles, to any directions given by Ordinary Resolution and to the listing rules of any Designated Stock Exchange, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 23.2 The Board may exercise all the powers of the Company to raise capital or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Law, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party, provided that the consummation of any such transaction in contravention of the terms of the Shareholders Agreement shall be void ab initio.

Management of the Company's Subsidiaries

- 23.3 Subsidiaries shall be managed (and the composition of the management bodies of the Subsidiaries shall be decided) in accordance with the terms of the Shareholders Agreement.

Business Plan

- 23.4 A business plan of the Company shall be prepared by the Board of Officers and submitted to the Board of Directors for its approval, which plan shall include: (i) in general terms, guidelines for the strategic direction of the Company and its Subsidiaries' businesses for a forward looking period of five (5) years; and (ii) details of anticipated material capital expenditures ("**Business Plan**").

Annual Budget

- 23.5 An annual budget of the Company shall be prepared by the Board of Officers and submitted to the Board of Directors for its approval, and shall contain, for each month:
- (a) a detailed plan of operations of the Company and its Subsidiaries;

(b) comments from the Board of Directors and Board of Officers; and

(c) the individual and consolidated balance sheet, income statement, and projected cash flow, containing details of value, nature and term for each item of revenue, expense or capital expenditures ("**Annual Budget**").

The Directors shall be invited to take part in the discussions related to the preparation of the Annual Budget by the Board of Officers prior to the submission thereof to the Board of Directors for its approval.

Incumbency of the Board of Directors/Reserved Matters

23.6 Without prejudice to other matters that fall under the powers of the Board of Directors as provided for in applicable Law and in these Articles, the Board of Directors shall:

(a) approve the Business Plan of the Company, which shall cover all its businesses and the business of its Subsidiaries;

(b) approve the Annual Budget of the Company, which shall cover its Subsidiaries; and

(c) approve any transactions related to the Company and/or its Subsidiaries, which transactions shall include: any association with other companies, mergers, spin-offs, incorporations, partnerships, profit sharing agreements, any acquisitions or sales of any assets that are similar to such transactions.

24 Delegation of Directors' Powers

24.1 Subject to these Articles, the Directors may from time to time appoint any Person, whether or not a director of the Company, to hold such office in the Company as the Directors may think necessary for the administration of the Company, including without prejudice to the foregoing generality, the offices of chief executive officer, chief operating officer and chief financial officer, one or more vice presidents, managers or controllers, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another) and with such powers and duties as the Directors may think fit, provided that the appointment of any Person in contravention of the terms of the Shareholders Agreement shall be void ab initio. Subject to the overall authority of the Board of Directors to supervise the Company's affairs on a regular basis, the day-to-day operations, business and activities of the Company shall be exercised by the Board of Officers, which may act on behalf of the Company by the signature of at least two (2) members of the Board of Officers.

24.2 Without limiting the generality of Article 24.1, the Directors may appoint one or more of their body to the office of managing Director or to any other executive office under the Company, and the Company may enter into an agreement or arrangement with any Director for his/her employment, subject to applicable law and any listing rules of the SEC or any Designated Stock Exchange, or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit, provided that the approval of any remuneration in contravention of the terms of the Shareholders Agreement shall be void ab initio. Any appointment of a Director to an executive office shall terminate automatically if he ceases to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company.

24.3 The Directors and/or the Board of Officers (with a minimum of two (2) officers acting jointly) may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

24.4 Subject to applicable law and the listing rules of any Designated Stock Exchange, the Directors may delegate any of their powers to any committee (including, without limitation, an Audit Committee), consisting of one or more Directors. They may also delegate to any executive officer or committee of executive officers (including, without limitation, the Board of Officers) such of their powers as they consider desirable to be exercised by him or them. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles regulating the proceedings of Directors so far as they are capable of applying. Where a provision of these Articles refers to the exercise of a power, authority or discretion by the Directors and that power, authority or discretion has been delegated by the Directors to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee. Any Indemnified Person who acts on behalf of the Company without due authority shall be personally liable to the Company for any loss suffered by it as a consequence of the action. Any delegation to any committee or to any executive officer made in contravention of the terms of the Shareholders Agreement shall be void ab initio

Audit Committee Members to be Directors

24.5 Any Person appointed to the Audit Committee by the Board of Directors shall, upon such appointment, automatically become a Director (to the extent not already a Director), provided that the appointment of any Person to the Audit Committee in contravention of the terms of the Shareholders Agreement shall be void ab initio.

24.6 Without limiting the generality of Article 24.4 and subject to the Shareholders Agreement, the Board shall establish a permanent Audit Committee and, where such committee is established, the Board may adopt formal written charters for such committee and, if so, shall review and assess the adequacy of such formal written charters on an annual basis. This committee shall be empowered to do all things necessary to exercise the rights of such committee set forth in these Articles and shall have such powers as the Board may delegate pursuant to Article 24.4 and as required by the rules of the Designated Stock Exchange or applicable law. The Audit Committee shall consist of such number of directors as the Board shall from time to time determine (or such minimum number as may be required from time to time by any Designated Stock Exchange). For so long as any class of Shares is listed on a Designated Stock Exchange, the Audit Committee shall be made up of such number of Independent Directors as is required from time to time by the rules of the Designated Stock Exchange or otherwise required by applicable law.

24.7 At least one (1) member of the Audit Committee will be an audit committee financial expert as determined by the rules adopted by the Designated Stock Exchange. Such financial expert shall have a special past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication.

24.8 The Board of Directors shall consider, in good faith, all reasonable recommendations in writing made by the Audit Committee to the Board of Directors. The Board of Directors shall, after consultation with the Company's independent auditor, reasonably justify in writing the reasons for not following a written recommendation of the Audit Committee.

25 Remuneration and Expenses of Directors

25.1 The Directors shall be entitled to such remuneration as the Board may determine and, unless otherwise determined, the remuneration shall be deemed to accrue from day to day.

25.2 Members of the Audit Committee may be paid annual compensation in the form of a fixed salary in such amount as the Board may determine.

25.3 A Director who at the request of the Directors goes or resides outside of the Islands, makes a special journey or performs a special service on behalf of the Company may be paid such reasonable additional remuneration (whether by way of salary, percentage of profits or otherwise) and expenses as the Directors may decide.

25.4 The Directors may be paid all traveling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

26 Directors' Interests

26.1 Subject to the Law and listing rules of any Designated Stock Exchange, if a Director has disclosed to the other Directors the nature and extent of any direct or indirect interest which the Director has in any transaction or arrangement with the Company, a Director notwithstanding his office:

- (a) may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not by reason of his office be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

26.2 For the purposes of Article 26.1:

- (a) a general notice given to the Directors to the effect that (1) a Director is a member or officer of a specified company or firm and is to be regarded as having an interest in any transaction or arrangement which may after the date of the notice be made with that company or firm; or (2) a Director is to be regarded as interested in any transaction or arrangement which may after the date of the notice be made with a specified person who is connected with him or her shall be deemed to be a sufficient disclosure that the Director has an interest of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

26.3 A Director must disclose any direct or indirect interest in any transaction or arrangement with the Company, and following a declaration being made pursuant to these Articles, subject to any separate requirement for Audit Committee approval under applicable law or the listing rules of any Designated Stock Exchange, and unless disqualified by the chairman of the relevant meeting, a Director may vote in respect of any such transaction or arrangement in which such Director is interested and may be counted in the quorum at such meeting.

26.4 Notwithstanding the foregoing, no "Independent Director" (as defined herein) and with respect of whom the Board has determined constitutes an "Independent Director" for purposes of compliance with applicable law or the Company's listing requirements, shall without the consent of the Audit Committee take any of the foregoing actions or any other action that would reasonably be likely to affect such Director's status as an "Independent Director" of the Company.

27 Proceedings of Directors

27.1 Subject to Article 27.6 below, the quorum for the transaction of the business of the Directors shall be a simple majority of the Directors then in office, which majority must include such directors as may be specified in the Shareholders Agreement. A person who holds office as an alternate Director shall, if his appointor is not present, be counted in the quorum. A Director who also acts as an alternate Director shall, if his appointor is not present, count twice towards the quorum, but one such Director shall not constitute a quorum on his own.

- 27.2 Subject to the provisions of these Articles, the Directors may regulate their proceedings as they determine is appropriate. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall not have a second or casting vote, unless otherwise provided for in the Shareholders Agreement. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 27.3 Meetings of the Directors shall be held at least once every calendar quarter and shall take place in the City of São Paulo, State of São Paulo, Brazil.
- 27.4 A person may participate in a meeting of the Directors or any committee of Directors by conference telephone or other communications equipment by means of which all the persons participating in the meeting can communicate with each other at the same time. Participation by a person in a meeting in this manner is treated as presence in person at that meeting and is counted in a quorum and entitled to vote.
- 27.5 A resolution in writing (in one or more counterparts) signed by all the Directors or all the members of a committee of the Directors (a duly appointed alternate Director being entitled to sign such a resolution on behalf of his appointor and if such alternate Director is also a Director, being entitled to sign such resolution both on behalf of his appointor and in his capacity as a Director) shall be as valid and effective as if it had been passed at a meeting of the Directors, or committee of Directors as the case may be, duly convened and held. Unless otherwise provided by its terms, such a resolution shall be effective from the date and time of the last signature.
- 27.6 A Director or alternate Director may, and another officer of the Company on the direction of a Director or alternate Director shall, call a meeting of the Directors by at least eight (8) days' notice in writing to every Director and alternate Director which notice shall set forth the general nature of the business to be considered unless notice is waived by all the Directors (or their alternates) either at, before or after the meeting is held. If the quorum for such a meeting of the Directors is not satisfied in the first instance, a second meeting can be called in the same manner set forth in the preceding sentence but by at least five (5) days notice, at which meeting the quorum for the transaction of the business of the Directors shall be one Director. To any such notices of a meeting of the Directors all the provisions of these Articles relating to the giving of notices by the Company to the Shareholders shall apply *mutatis mutandis*.
- 27.7 Notwithstanding Article 27.6, if all Directors so agree in writing to the meeting, a Director or alternate Director may, or other officer of the Company on the direction of a Director or alternate Director may, call a meeting of the Directors on shorter notice than is provided for in Article 27.6 by notice in writing to every Director and alternate Director, which notice shall set forth the general nature of the business to be considered.
- 27.8 The continuing Directors (or a sole continuing Director, as the case may be) may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to be equal to such fixed number, or of summoning a general meeting of the Company, but for no other purpose.
- 27.9 All acts done by any meeting of the Directors or of a committee of the Directors (including any person acting as an alternate Director) shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or alternate Director, and/or that they or any of them were disqualified, and/or had vacated their office and/or were not entitled to vote, be as valid as if every such person had been duly appointed and/or not disqualified to be a Director or alternate Director and/or had not vacated their office and/or had been entitled to vote, as the case may be, provided that any such act done in contravention of the terms of the Shareholders Agreement shall be void *ab initio*.

27.10 A Director who is present at a meeting of the Directors at which action on any Company matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent from such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Company immediately after the conclusion of the meeting. Such right to dissent shall not apply to a Director who voted in favour of such action.

28 Secretary, Board of Officers and Other Officers

The Directors may by resolution appoint a Secretary, any officer to the Board of Officers and also such other officers as may from time to time be required upon such terms as to the duration of office, remuneration and otherwise as they may think fit PROVIDED THAT, the Directors may only appoint persons as directors of the Company in accordance with Article 21.4 and 24.5. Such Secretary, members of the Board of Officers and such other officers need not be Directors and in the case of the other officers may be ascribed such titles as the Directors may decide. The Directors may by resolution remove from that position any Secretary, member of the Board of Officers or such other officers appointed pursuant to this Article.

29 Minutes

The Directors shall cause minutes to be made in books kept for the purposes of recording:

- (a) all appointments of officers made by the Directors; and
- (b) all resolutions and proceedings of meetings of the Company, of the holders of any class of shares in the Company and of the Directors and of committees of Directors, including the names of the Directors present at each such meeting.

30 Seal

30.1 The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed, and unless otherwise so determined every such instrument shall be signed by a Director or by such other person as the Directors may authorise.

30.2 The Company may have for use in any place or places outside the Islands a duplicate Seal or Seals, each of which shall be a reproduction of the Seal of the Company and, if the Directors so determine, shall have added on its face the name of every place where it is to be used.

30.3 The Directors may by resolution determine (i) that any signature required by this Article need not be manual but may be affixed by some other method or system of reproduction or mechanical or electronic signature and/or (ii) that any document may bear a printed reproduction of the Seal in lieu of affixing the Seal thereto.

30.4 No document or deed otherwise duly executed and delivered by or on behalf of the Company shall be regarded as invalid merely because at the date of the delivery of the deed or document, the Director, Secretary or other officer or person who shall have executed the same or affixed the Seal thereto, as the case may be, for and on behalf of the Company shall have ceased to hold such office and authority on behalf of the Company.

31 Dividends

- 31.1 Subject to the provisions of the Law, the Company may by Ordinary Resolution declare dividends (including interim dividends) in accordance with the respective rights of the Shareholders, but no dividend shall exceed the amount recommended by the Directors.
- 31.2 Subject to the provisions of the Law, the Directors may declare dividends in accordance with the respective rights of the Shareholders and authorise payment of the same out of the funds of the Company lawfully available therefor.
- 31.3 The Directors may, before recommending or declaring any dividend, set aside out of the funds legally available for distribution such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends or for any other purpose to which those funds may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the capital of the Company) as the Directors may from time to time think fit.
- 31.4 Except as otherwise provided by the rights attached to shares and subject to Article 15, all dividends shall be paid in proportion to the number of shares a Shareholder holds as of the date the dividend is declared; save that (a) if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly; and (b) where the Company has shares in issue which are not fully paid up (as to par value) the Company may pay dividends in proportion to the amount paid up on each share.
- 31.5 The Directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.
- 31.6 Any Ordinary Resolution or Directors' resolution declaring a dividend may direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to such distribution, the Directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any Shareholder upon the footing of the value so fixed in order to adjust the rights of Shareholders and may vest any assets in trustees.
- 31.7 Any dividend or other moneys payable on or in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the Register of Shareholders or to such person and to such address as the person or persons entitled may in writing direct. Subject to any applicable law or regulations, every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.
- 31.8 No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.
- 31.9 Any dividend which has remained unclaimed for six years from the date when it became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by the Company.

32 Financial Year, Accounting Records and Audit

- 32.1 Any action taken by the Company and/or the Board in connection with this Article 32 in contravention of the terms of the Shareholders Agreement shall be void ab initio.
- 32.2 Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and, following the year of incorporation, shall begin on 1 January each year.

- 32.3 The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors. The books of account shall be kept at the registered office or at such other place or places, including Brazil, as the Directors think fit, and shall always be open to the inspection of the Directors.
- 32.4 No Shareholder shall be entitled to require discovery of or any information with respect to any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the Shareholders of the Company to communicate to the public.
- 32.5 The Directors may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books and corporate records of the Company or any of them shall be open to the inspection of Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by applicable law, the listing rules of any Designated Stock Exchange or authorised by the Directors.
- 32.6 Subject to Articles 32.5, and 32.7 a printed copy of the Directors' report, if any, accompanied by the consolidated statements of financial position, profit or loss, comprehensive income (loss), cash flows and changes in shareholders' equity, including every document required by the Law to be annexed thereto, made up to the end of the applicable financial year, shall be sent to the Shareholders at least ten (10) days before the date of the general meeting and laid before the Company at the annual general meeting held in accordance with Article 16, provided that this Article 32.6 shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares.
- 32.7 The requirement to send to a person referred to in Article 32.6 the documents referred to in that Article shall be deemed satisfied where, in accordance with all applicable laws, rules and regulations, including, without limitation, the rules of any Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 32.6 on the Company's Website, transmits it to SEC's website or in any other permitted manner (including by sending any other form of electronic communication), and that person has agreed or is deemed by the Company to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.
- 32.8 Subject to applicable law and to the rules of any Designated Stock Exchange, the accounts relating to the Company's affairs shall be audited in such manner as may be determined from time to time by the Directors.
- 32.9 The Directors, having considered the recommendations of the Audit Committee, shall appoint an auditor of the Company who shall hold office until removed from office by a resolution of the Board, and shall fix his or their remuneration.
- 33.9 Every auditor of the Company shall have a right of access at all times to the books and accounts of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the auditors.

33 Capitalisation of Profits

- 33.1 The Directors may:
- (a) subject as provided in this Article, resolve to capitalize any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;

- (b) appropriate the sum resolved to be capitalised to the Shareholders who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, and allot the shares or debentures credited as fully paid to those Shareholders, or as they may direct, in those proportions, or partly in one way and partly in the other, provided that on any such capitalization holders of Class A Common Shares shall receive Class A Common Shares (or rights to acquire Class A Common Shares, as the case may be) and holders of Class B Common Shares shall receive Class B Common Shares (or rights to acquire Class B Common Shares, as the case may be);
- (c) resolve that any shares so allotted to any Shareholder in respect of a holding by him of any partly-paid shares rank for dividend, so long as such shares remain partly paid, only to the extent that such partly paid shares rank for dividend;
- (d) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this Article in fractions; and
- (e) authorise any person to enter on behalf of all the Shareholders concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they may be entitled upon such capitalization, any agreement made under such authority being binding on all such Shareholders.

34 Share Premium Account

34.1 The Directors shall in accordance with Section 34 of the Law establish a share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share or capital contributed as described in Article 4.11.

34.2 There shall be debited to any share premium account:

- (a) on the redemption or purchase of a share the difference between the nominal value of such share and the redemption or purchase price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by Section 37 of the Law, out of capital; and
- (b) any other amounts paid out of any share premium account as permitted by Section 34 of the Law.

35 Notices

35.1 Except as otherwise provided in these Articles and subject to the rules of any Designated Stock Exchange, any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally or by posting it airmail or by air courier service in a prepaid letter addressed to such Shareholder at his address as appearing in the Register of Shareholders, or by electronic mail to any electronic mail address such Shareholder may have specified in writing for the purpose of such service of notices, or by advertisement in appropriate newspapers in accordance with the requirements of any Designated Stock Exchange, or by facsimile or by placing it on the Company's Website. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands first in the Register of Shareholders in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

35.2 Notices posted to addresses outside the Cayman Islands shall be forwarded by prepaid airmail.

35.3 Any notice or other document, if served by:

- (a) post, shall be deemed to have been served five days after the time when the letter containing the same is posted;
- (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;

- (c) recognized courier service, shall be deemed to have been served 48 hours after the time when the letter containing the same is delivered to the courier service;
- (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail; or
- (e) placing it on the Company's Website, shall be deemed to have been served one (1) hour after the notice or document is placed on the Company's Website.

In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service.

35.4 A Shareholder present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting, and, where requisite, of the purpose for which it was called.

35.5 Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with the terms of these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register of Shareholders as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.

35.6 Notice of every general meeting of the Company shall be given to:

- (a) all Shareholders holding Shares with the right to receive notice and who have supplied to the Company an address, facsimile number or email address for the giving of notices to them; and
- (b) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive notice of the meeting.

No other Person shall be entitled to receive notices of general meetings

36 Winding Up

36.1 The Board shall have the power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up, provided that any action of the Board in this regard in contravention of the terms of the Shareholders Agreement shall be void ab initio.

36.2 If the Company is wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide among the Shareholders in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the Shareholders as he with the like sanction determines, but no Shareholder shall be compelled to accept any assets upon which there is a liability.

36.3 If the Company shall be wound up and the assets available for distribution amongst the Shareholders as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up, on the shares held by them respectively. If in a winding up the assets available for distribution amongst the Shareholders shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst the Shareholders in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

37 Indemnity

- 37.1 Every Indemnified Person and the personal representatives of the same shall be fully indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages, liabilities, judgments, fines, settlements and other amounts (including reasonable attorneys' fees and expenses and amounts paid in settlement and costs of investigation (collectively "**Losses**") incurred or sustained by him, otherwise than by reason of any act taken by him without due authority which causes loss to the Company, his own dishonesty, willful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any Losses incurred by him in defending or investigating (whether successfully or otherwise) any civil, criminal, investigative and administrative proceedings concerning or in any way related to the Company or its affairs in any court whether in the Islands or elsewhere. Such Losses incurred in defending or investigating any such proceeding shall be fully paid by the Company as they are incurred upon receipt, in each case, of an undertaking by or on behalf of the Indemnified Person to repay such amounts if it is ultimately determined by a non-appealable order of a court of competent jurisdiction that such Indemnified Person is not entitled to indemnification hereunder with respect thereto.
- 37.2 No such Indemnified Person of the Company and the personal representatives of the same shall be liable (i) for the acts, receipts, neglects, defaults or omissions of any other Director or officer or agent of the Company or (ii) by reason of his having joined in any receipt for money not received by him personally or in any other act to which he was not a direct party for conformity or (iii) for any loss on account of defect of title to any property of the Company or (iv) on account of the insufficiency of any security in or upon which any money of the Company shall be invested or (v) for any loss incurred through any bank, broker or other agent or any other party with whom any of the Company's property may be deposited or (vi) for any loss, damage or misfortune whatsoever which may happen in or arise from the execution or discharge of the duties, powers, authorities or discretions of his office or in relation thereto or (vii) for any loss occasioned by any negligence, default, breach of duty, breach of trust, error of judgement or oversight on such Person's part, unless he has acted dishonestly, with willful default or through fraud.
- 37.3 The Company hereby acknowledges that certain Indemnified Persons may have certain rights to indemnification, advancement of expenses and/or insurance from or against (other than directors' and officers' or similar insurance obtained or maintained by or on behalf of the Company or any of its subsidiaries, including any such insurance obtained or maintained pursuant to Article 37.4 hereof) Other Indemnitors. The Company hereby agrees that: (i) it is the indemnitor of first resort (i.e., its obligations to an Indemnified Person are primary and any obligation of any Other Indemnitors to advance expenses or to provide indemnification for the same expenses or liabilities incurred by such Indemnified Person are secondary); (ii) it shall be required to advance the full amount of expenses incurred by an Indemnified Person and shall be liable for the full amount of all Losses to the extent legally permitted and as required by the terms of these Articles (or any other agreement between the Company and an Indemnified Person) without regard to any rights an Indemnified Person may have against any Other Indemnitors; and (iii) it irrevocably waives, relinquishes and releases any Other Indemnitors from any and all claims against the Other Indemnitors for contribution, subrogation or any other recovery of any kind in respect thereof. The Company further agrees that no advancement or payment by any Other Indemnitors on behalf of an Indemnified Person with respect to any claim for which such Indemnified Person has sought indemnification from the Company shall affect the foregoing, and without prejudice to Article 38 below, Other Indemnitors shall have a right of contribution and/or be subrogated to the extent of such advancement or payment to all of the rights of recovery of such Indemnified Person against the Company. For the avoidance of doubt, no Person or entity providing Directors' or officers' or similar insurance obtained or maintained by or on behalf of the Company or any of its subsidiaries, including any Person providing such insurance obtained or maintained pursuant to Article 37.4 hereof, shall be an Other Indemnitor.
- 37.4 The Directors shall exercise all the powers of the Company, on a reasonable best efforts basis, to purchase and maintain insurance for the benefit of a Person who is or was (whether or not the Company would have the power to indemnify such Person against such liability under the provisions of this Article 37 or under applicable law): (a) a Director, alternate Director, Secretary or auditor of the Company or of a company which is or was a subsidiary of the Company or in which the Company has or had an interest (whether direct or indirect); or (b) the trustee of a retirement benefits scheme or other trust in which a person referred to in Article 37.1 is or has been interested, indemnifying him against any liability which may lawfully be insured against by the Company.

38 Claims Against the Company

Notwithstanding Article 37.3, unless otherwise determined by a majority of the Board, in the event that (i) any Shareholder (the "Claiming Party") initiates or asserts any claim or counterclaim ("Claim") or joins, offers substantial assistance to or has a direct financial interest in any Claim against the Company and (ii) the Claiming Party (or the third party that received substantial assistance from the Claiming Party or in whose Claim the Claiming Party had a direct financial interest) does not obtain a judgment on the merits in which the Claiming Party prevails, then each Claiming Party shall, to the fullest extent permissible by law, be obligated jointly and severally to reimburse the Company for all fees, costs and expenses (including, but not limited to, all reasonable attorneys' fees and other litigation expenses) that the Company may incur in connection with such Claim.

39 Untraceable Shareholders

39.1 Without prejudice to the rights of the Company under Article 39.2, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two (2) consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.

39.2 The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Shareholder who is untraceable, but no such sale shall be made unless:

- (a) all cheques or warrants in respect of dividends of the shares in question, being not less than three (3) in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by these Articles have remained uncashed;
- (b) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the Shareholder who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and
- (c) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers to be made in accordance with the requirements of, the Designated Stock Exchange of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.

For the purposes of the foregoing, the "relevant period" means the period commencing twelve (12) years before the date of publication of the advertisement referred to in this Article 39.2 and ending at the expiry of the period referred to in that paragraph.

39.3 To give effect to any such sale the Board may authorise some person to transfer the said shares and an instrument of transfer signed or otherwise executed by or on behalf of such persons shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former Shareholder for an amount equal to such net proceeds. No trust shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Article shall be valid and effective notwithstanding that the Shareholder holding the shares sold is dead, bankruptcy or otherwise under any legal disability or incapacity.

40 Amendment of Memorandum of Articles

- 40.1 Any action taken by the Company and/or the Board in connection with this Article 40 in contravention of the terms of the Shareholders Agreement shall be void ab initio.
- 40.2 Subject to the Law, the Company may by Special Resolution change its name or change the provisions of the Memorandum with respect to its objects, powers or any other matter specified therein.
- 40.3 Subject to the Law and as provided in these Articles, the Company may at any time and from time to time by Special Resolution, alter or amend these Articles in whole or in part.

41 Transfer by Way of Continuation

The Company may by Special Resolution resolve to be registered by way of continuation in a jurisdiction outside the Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing. In furtherance of a resolution adopted pursuant to this Article, the Directors may cause an application to be made to the Registrar of Companies to deregister the Company in the Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing and may cause all such further steps as they consider appropriate to be taken to effect the transfer by way of continuation of the Company.

42 Corporate Opportunities

To the fullest extent permitted by applicable law, the Company, on behalf of itself and its Subsidiaries, agree that Itaú, its Affiliates and Subsidiaries or any of their respective officers, directors, representatives, agents, shareholders, members and partners, (each a "**Specified Party**") has the right to, and shall have no duty (statutory, fiduciary, contractual or otherwise) not to, (x) directly or indirectly engage in the same or similar business activities or lines of business as the Company or its Subsidiaries, including those deemed to be competing with the Company or its Subsidiaries, or (y) directly or indirectly do business with any client or customer of the Company or its Subsidiaries. In addition, in the event that any Specified Party gains knowledge of a potential transaction or matter that may be a corporate opportunity for the Company or its Subsidiaries, such Specified Party shall have no duty (statutory, fiduciary, contractual or otherwise) to communicate or present such corporate opportunity to the Company or its Subsidiaries and, notwithstanding anything in these Articles to the contrary and, to the fullest extent permitted by applicable law, shall not be liable to the Company or its Subsidiaries by reason of the fact that such Specified Party, directly or indirectly, pursues or acquires such opportunity for itself, directs such opportunity to another Person, or does not present such opportunity to the Company or its Subsidiaries. Notwithstanding anything in these Articles to the contrary, a Specified Party who is a Director or officer and who is offered a business opportunity for the Company or its Subsidiaries solely in his or her capacity as a Director or officer (a "**Directed Opportunity**") shall communicate such Directed Opportunity to the Company. Nothing in this Article shall be deemed to supersede any rights or obligations of any Specified Party under the Shareholders Agreement. Each Shareholder and Director of the Company, shall comply with the applicable duties and obligations under the Law. All Confidential Information of the Company that is disclosed by the Company to (a) any of the Directors while such person is acting solely in his or her capacity as a Director of the Company; or (b) either of the Shareholders solely in their capacity as shareholders of the Company, shall not be used by such receiving party in any manner that violates applicable law. For purposes of this Article 42, "**Confidential Information**" means all proprietary information of the Company that is disclosed by the Company to the Directors or Shareholders of the Company in their capacity as Directors or Shareholders, respectively, other than information that (a) is or becomes part of the public domain other than as a result of unauthorized disclosure by the Directors or Shareholders of the Company; (b) is or becomes available to any such Director or Shareholders from a source other than the Company, provided that such other source is not, to the applicable Director's or Shareholder's reasonable knowledge, acting in breach of applicable laws; (c) was in the possession of such Director or Shareholder prior to the disclosure of such information to such party by the Company, other than as a result of a disclosure in a breach of applicable laws; or (d) was independently developed by such Director or Shareholder without reference to such Confidential Information.

43 Shareholders Agreement

43.1 The Shareholders acknowledge that the Shareholders Agreement, on the date of the adoption of these Articles:

- (a) is governed by and construed in accordance with Brazilian laws and that any and all disputes arising out of or related to the Shareholders Agreement shall be settled by arbitration in the manner set forth in the Shareholders Agreement; and
- (b) provides that, in the event of any conflict or disagreement between the provision in the Shareholders Agreement and these Articles or the Memorandum, the provisions of the Shareholders Agreement shall prevail as between the Shareholders that are party to the Shareholders Agreement and that those Shareholders undertake to take all actions available to them, including voting to amend any conflicting provisions in these Articles or the Memorandum, as the case may be, to ensure that this is the case.

Subsidiaries of the Registrant

The following are the subsidiaries of the Registrant:

	Name	Principal Activities	Country/ Territory
1	XP Investimentos S.A	Holding	Brazil
2	XP Investimentos Corretora de Câmbio, Títulos e Valores Mobiliários S.A	Broker-dealer	Brazil
3	XP Vida e Previdência S.A	Retirement plans and insurance	Brazil
4	Banco XP S.A	Multipurpose bank	Brazil
5	XP Controle 3 Participações S.A	Financial Holding	Brazil
6	XPE Infomoney Educação Assessoria Empresarial e Participações Ltda.	Digital Content services	Brazil
7	Tecfinance Informática e Projetos de Sistemas Ltda.	Rendering of IT services	Brazil
8	XP Corretora de Seguros Ltda.	Insurance Broker	Brazil
9	XP Gestão de Recursos Ltda.	Asset management	Brazil
10	XP Finanças Assessoria Financeira Ltda.	Investment consulting service	Brazil
11	Infostocks Informações e Sistemas Ltda.	Mediation of information systems	Brazil
12	XP Advisory Gestão Recursos Ltda.	Asset management	Brazil
13	XP Vista Asset Management Ltda.	Asset management	Brazil
14	XP Controle 4 Participações S.A	Insurance holding	Brazil
15	XP Investments UK LLP	Inter-dealer broker and Organized Trading Facility (OTF)	UK
16	XP Private Holding UK Ltd	Investment advisor	UK
17	XP Holding UK Ltd	International financial holding	UK
18	XP Investments US, LLC	Broker-dealer	USA
19	XP Holding International LLC	International financial holding	USA
20	XP Advisory US	Investment advisor	USA
21	XP PE Gestão de Recursos Ltda.	Asset management	Brazil
22	XP LT Gestão de Recursos Ltda.	Asset management	Brazil
23	Carteira Online Controle de Investimentos Ltda. - ME	Investment consolidation platform	Brazil
24	Antecipa S.A	Receivables Financing Market	Brazil
25	XP Allocation Asset Management Ltda.	Asset management	Brazil
26	XP Eventos Ltda.	Media and Events	Brazil
27	DM10 Corretora de Seguros Ltda.	Insurance Broker	Brazil
28	XP Comercializadora de Energia Ltda.	Energy trading	Brazil
29	Instituto XP	Non-profit entity	Brazil
30	XPAC Acquisition Corp.	Special Purpose Acquisition (SPAC)	USA
31	XP Distribuidora de Títulos e Valores Mobiliários	Securities dealer	Brazil
32	Instituto de Gestão e Tecnologia da Informação Ltda.	Educational content services	Brazil
33	XTage Intermediação S.A	Digital assets	Brazil
34	XPAC Sponsor LLC	Special Purpose Acquisition (SPAC) Sponsor	Cayman
35	XProject LTD	Holding	Cayman
36	XP Ativos Digitais Intermediações S.A	Digital assets	Brazil
37	Habitat Capital Partners	Asset management	Brazil
38	XP Administradora de Benefícios Ltda.	Individual health plan intermediation	Brazil
39	BTR Administração e Corretagem de Seguros S.A	Retirement plans and insurance	Brazil

**CERTIFICATION BY THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Thiago Maffra, certify that:

1. I have reviewed this annual report on Form 20-F of XP Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 26, 2023

/s/ Thiago Maffra

Thiago Maffra

Chief Executive Officer

**CERTIFICATION BY THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bruno Constantino Alexandre dos Santos, certify that:

1. I have reviewed this annual report on Form 20-F of XP Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 26, 2023

/s/ Bruno Constantino Alexandre dos Santos

Bruno Constantino Alexandre dos Santos

Chief Financial Officer

**CERTIFICATION BY THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The certification set forth below is being submitted in connection with the Annual Report on Form 20-F of XP Inc. (the "Company") for the fiscal year ended December 31, 2022 (the "Report"), I, Thiago Maffra, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 26, 2023

/s/ Thiago Maffra

Thiago Maffra

Chief Executive Officer

**CERTIFICATION BY THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The certification set forth below is being submitted in connection with the Annual Report on Form 20-F of XP Inc. (the "Company") for the fiscal year ended December 31, 2022 (the "Report"), I, Bruno Constantino Alexandre dos Santos, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 26, 2023

/s/ Bruno Constantino Alexandre dos Santos

Bruno Constantino Alexandre dos Santos

Chief Financial Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-235755) of XP Inc. of our report dated April 26, 2023 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 20-F.

/s/PricewaterhouseCoopers
Auditores Independentes Ltda.

Sao Paulo, Brazil
April 26, 2023