

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

**FORM 144**

**NOTICE OF PROPOSED SALE OF SECURITIES**  
**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

OMB APPROVAL	
OMB Number:	3235-0101
Expires:	July 31, 2023
Estimated average burden hours per response	1.00
SEC USE ONLY	
DOCUMENT SEQUENCE NO.	
CUSIP NUMBER	

1 (a) NAME OF ISSUER (Please type or print) XP Inc.		(b) IRS IDENT. NO. N/A	(c) S.E.C. FILE NO. 001-39155	WORK LOCATION	
1 (d) ADDRESS OF ISSUER		STREET Av. Chedid Jafet, 75, Torre Sul, 30th floor	CITY São Paulo	STATE SP, Brazil	ZIP CODE 04551-065
		(e) TELEPHONE NO.			
		AREA CODE 55 -11		NUMBER 3075-0429	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD ITB Holding Brasil Participações Ltda		(b) RELATIONSHIP TO ISSUER Affiliate	3 (c) ADDRESS STREET Praça Alfredo Egydio de Souza Aranha, No. 100, Torre Conceição, 7th Floor		CITY São Paulo
			STATE São Paulo		ZIP CODE 04344-902

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a)  Title of the Class of Securities To Be Sold	(b)  Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c)  Number of Shares or Other Units To Be Sold  (See instr. 3(c))	(d)  Aggregate Market Value  (See instr. 3(d))	(e)  Number of Shares or Other Units Outstanding  (See instr. 3(e))	(f)  Approximate Date of Sale  (See instr. 3(f)) (MO. DAY. YR.)	(g)  Name of Each Securities Exchange  (See instr. 3(g))
		Broker-Dealer File Number					
Class A common shares, par value US\$0.00001 per share	Itau BBA USA Securities Inc. 540 Madison Ave - 24th Floor 10022, New York, NY - USA		6,783,939	U.S.\$ 154,131,094.08, as of June 3, 2022	429,854,621	June 7, 2022	The NASDAQ Global Select Market

**INSTRUCTIONS:**

1. (a) Name of issuer  
 (b) Issuer's I.R.S. Identification Number  
 (c) Issuer's S.E.C. file number, if any  
 (d) Issuer's address, including zip code  
 (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
 (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
 (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold  
 (b) Name and address of each broker through whom the securities are intended to be sold  
 (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
 (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice  
 (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer  
 (f) Approximate date on which the securities are to be sold  
 (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1147  
(08-07)

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Class A common shares, par value US\$0.00001 per share	April 29, 2022	Private Transaction	DYNA III Fundo de Investimento em Participações Multiestratégia	6,783,939	April 29, 2022	Cash

**INSTRUCTIONS:**

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

June 7, 2022

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10B5-1

/s/ Alvaro Felipe Rizzi Rodrigues

/s/ Fernando Della Torre Chagas

(SIGNATURE) – ITB Holding Brasil Participações Ltda.

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

SEC 1147 (02-08)

**POWER OF ATTORNEY**

**Grantor:**

**ITB HOLDING BRASIL PARTICIPAÇÕES LTDA.**, located on Praça Alfredo Egydio S Aranha, No. 100, Torre Conceição, 7<sup>th</sup> Floor, Parque Jabaquara, São Paulo - SP, registered under CNPJ/MF 04.274.016/0001-43, represented herein by the undersigned officers.

**Grantees:**

**ALVARO FELIPE RIZZI RODRIGUES**, Brazilian, married, lawyer, RG No. M6087593, CPF No. 166.644.028-07; and

**FERNANDO DELLA TORRE CHAGAS**, Brazilian, married, administrator, RG No. 193550696, CPF No. 162.259.718-40, both located at Praça Alfredo Egydio S Aranha 100, 100, Parque Jabaquara, São Paulo - SP.

**POWERS GRANTED:**

To represent the Grantor, with the authority to sign notifications, letters, forms, contracts, amendments, minutes of meetings, and any other documents related to the Grantor's investment in XP Inc., including ancillary or derivative documents of (I) XP Inc.'s shareholders' agreement, dated November 29, 2019, as amended, between the Grantor, XP Controle Participações S.A., General Atlantic (XP) Bermuda, LP (together, the "Shareholders") and other parties; (ii) the Registration Rights Agreement dated December 12, 2019, as amended, between the Shareholders; and (iii) the Share Purchase Agreement, dated May 11, 2017, as amended, between the Shareholders, among other parties, including, but not limited to, the necessary or ancillary documents required for the sale of XP Inc. shares held by the Grantor, their replacement being prohibited.

**FORM OF REPRESENTATION:**

The powers shall be exercised jointly by the Grantees, or by a Grantee in conjunction with an officer of the Grantor. **Each Grantee constituted herein is aware that, upon their removal from the board of directors/employees/service providers of the Itau Unibanco conglomerate, of which they are a party: (i) the powers granted herein will be revoked; (ii) any powers exercised after such removal will be deemed illegitimate; and (iii) they may be held liable for losses and damages caused by the improper use of the powers that were revoked as a consequence of such removal.**

**DURATION:**

The Power of Attorney will be in force until May 31, 2023. São Paulo, May 31, 2022.

**ITB HOLDING BRASIL PARTICIPAÇÕES LTDA.**

Digitally signed by  
RENATO DA SILVA  
CARVALHO  
Date 31/05/2022 12:33:22 -03:00  
CPF: 03381096761

Digitally signed by ANDRE  
BALESTRIN CESTARE date  
31/05/2022 13:05:04 -03:00  
CPF: 21363464825