

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

OMB APPROVAL	
OMB Number:	3235-0101
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SEC USE ONLY	
DOCUMENT SEQUENCE NO.	
CUSIP NUMBER	

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.

1 (a) NAME OF ISSUER (Please type or print)		(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.		WORK LOCATION	
XP Inc.		N/A	001-39155			
1 (d) ADDRESS OF ISSUER		STREET	CITY	STATE	ZIP CODE	(e) TELEPHONE NO
		Av. Chedid Jafet, 75, Torre Sul, 30th floor	São Paulo	SP, Brazil	04551-065	AREA CODE 55 -11 NUMBER 3075-0429
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD		(b) RELATIONSHIP TO ISSUER	c) ADDRESS STREET		CITY	STATE
Itaúsa S.A.		Affiliate	Avenida Paulista, No. 1938, 5 th floor		São Paulo	São Paulo
					01310-200	

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	Morgan Stanley 1585 Broadway, New York, NY 10036, EUA		7,800,000	U.S.\$234,858,000, as of December 10, 2021	423,663,976	December 13, 2021	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

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	October 1, 2021	Merger of XPart S.A. with and into XP Inc.	XP Inc.	44,884,524	October 1, 2021	Exchange for other securities
Class A common shares, par value US\$0.00001 per share	December 8, 2021	Partial spin-off of IUPAR – Itaú Unibanco Participações S.A.	IUPAR – Itaú Unibanco Participações S.A.	39,386,461	December 8, 2021	

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.

REMARKS: On December 8, 2021, IUPAR – Itaú Unibanco Participações S.A. (“IUPAR”), an affiliate of the issuer co-controlled by Itaúsa S.A. (“Itaúsa”) and Cia. E. Johnston de Participações (“E. Johnston”), was partially spun-off and transferred all 59,199,185 class A common shares of the issuer held by IUPAR to IUPAR’s shareholders, of which 39,386,461 were transferred to Itaúsa and 19,812,724 were transferred to E. Johnston.

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.

December 13, 2021

DATE OF NOTICE

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

DocuSigned by:

Maria Fernanda R Caramuru

DocuSigned by:

PRISCILA GRELLA TOLEDO

(SIGNATURE) – ITAÚSA S.A.

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)

Certificado de Conclusão

Identificação de envelope: 20F488E883D8466BA90A4E53874B41C5

Status: Concluído

Assunto: Form 144 XP Inc. (Itaúsa 2021)

Envelope fonte:

Documentar páginas: 2

Assinaturas: 2

Certificar páginas: 2

Rubrica: 0

Assinatura guiada: Ativado

Selo com Envelopeld (ID do envelope): Ativado

Fuso horário: (UTC-03:00) Brasília

Remetente do envelope:

Erick Augusto Cassiano Faria

Av. Paulista, 1938 - 19o andar , SP Brasil

São Paulo, São Paulo 01310-200

erick.faria@itausa.com.br

Endereço IP: 200.186.234.4

Rastreamento de registros

Status: Original

Portador: Erick Augusto Cassiano Faria

Local: DocuSign

13/12/2021 18:06:34

erick.faria@itausa.com.br

Eventos do signatário

Maria Fernanda R Caramuru

fernanda.caramuru@itausa.com.br

Diretora

ITAÚSA - Investimentos Itaú S.A.

Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

Assinatura

DocuSigned by:



C1136878CCAA41E...

Adoção de assinatura: Estilo pré-selecionado

Usando endereço IP: 152.246.217.137

Registro de hora e data

Enviado: 13/12/2021 18:12:34

Visualizado: 13/12/2021 18:13:37

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Termos de Assinatura e Registro Eletrônico:

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PRISCILA GRECCO TOLEDO

priscila.grecco@itausa.com.br

Diretora Gerente

ITAÚSA - Investimentos Itaú S.A.

Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

DocuSigned by:



4965DF90A663479...

Adoção de assinatura: Estilo pré-selecionado

Usando endereço IP: 177.126.6.1

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Termos de Assinatura e Registro Eletrônico:

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Eventos do signatário presencial	Assinatura	Registro de hora e data
Eventos de entrega do editor	Status	Registro de hora e data
Evento de entrega do agente	Status	Registro de hora e data
Eventos de entrega intermediários	Status	Registro de hora e data
Eventos de entrega certificados	Status	Registro de hora e data
Eventos de cópia	Status	Registro de hora e data
Eventos com testemunhas	Assinatura	Registro de hora e data
Eventos do tabelião	Assinatura	Registro de hora e data
Eventos de resumo do envelope	Status	Carimbo de data/hora
Envelope enviado	Com hash/criptografado	13/12/2021 18:12:35
Entrega certificada	Segurança verificada	13/12/2021 18:22:08
Assinatura concluída	Segurança verificada	13/12/2021 18:22:16

Eventos de resumo do envelope	Status	Carimbo de data/hora
Concluído	Segurança verificada	13/12/2021 18:22:16
Eventos de pagamento	Status	Carimbo de data/hora