

CBO HOLDING S.A.

Publicly Held Company

Corporate Taxpayer's ID (CNPJ/MF): 14.882.295/0001-81

Company Registry (NIRE): 33.3.0030510-6 | CVM Code 2362-0

**MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING
HELD ON SEPTEMBER 9, 2021**

- 1. DATE, TIME AND VENUE:** September 9, 2021, at 12:00 p.m., at the headquarters of CBO Holding S.A. ("Company"), at Travessa Braga nº 2, CEP 24.110-220, City of Niterói, State of Rio de Janeiro.
- 2. CALL NOTICE AND ATTENDANCE:** The publication of the call notice was waived due to the attendance of shareholders representing one hundred percent (100%) of the Company's share capital, under paragraph 4 of article 124 of Law 6,404/76 ("Brazilian Corporation Law"). Mr. Luiz Paulo César Silveira and Ms. Gabriela Souza Naccach, representatives of Apsis Consultoria Digital Ltda., the company responsible for preparing the Appraisal Report, as defined below, were also present.
- 3. PRESIDING:** Mr. Gabriel Felzenszwalb presided over the meeting and invited Mr. Ricardo Wagner to act as secretary.
- 4. AGENDA:** To resolve on: **(i)** the Company's capital increase, in the amount of two hundred and twenty-four million, nine hundred and eighty-eight thousand, one hundred and seventy-two reais and forty-three centavos (R\$224,988,172.43), with the subsequent issue of seven million, seven hundred and sixty-two thousand, eight hundred and fifty-six (7,762,856) new registered, book-entry common shares with no par value, to be subscribed by **Finarge – Armamento Genovese SRL**, a corporation duly created and operating under the legislation of Italy, headquartered at Via Ponte Reale, nº 2, CEP 16123, in the City of Genoa, region of Liguria, inscribed in the register of corporate taxpayers (CNPJ) under number 05.721.595/0001-98 ("Finarge Italy"), and paid-up by giving in payment all the shares issued by Finarge Apoio Marítimo Ltda., a limited-liability company headquartered at Avenida Rio Branco, nº 89, sala 1002, Centro, CEP 20040-004, in the City and State of Rio de Janeiro, inscribed in the register of corporate taxpayers (CNPJ) under number 10.383.827/0001-85 ("Finarge Apoio") held by Finarge Italy, and **(b)** receivables held by Finarge Italy from companies controlled by the Company ("Receivables"); **(ii)** ratification of the designation of Apsis Consultoria Digital Ltda., inscribed in CREA/RJ under number 1982200620 and CORECON/RJ RF. 02052 ("Appraiser") as the specialized company responsible for appraising **(a)** the shares issued by Finarge Apoio, and **(b)** the Receivables; **(iii)** approval of the appraisal reports related to the shares issued by Finarge Apoio and to the Receivables, prepared by the Appraiser ("Appraisal Reports"), and **(iv)** amendment to article 4 of the Company's Bylaws to include the capital increase, and its subsequent consolidation.

5. RESOLUTIONS: After discussing the matters on the agenda, the shareholders:

(i) approved, by a unanimous vote with no restrictions, the Company's capital increase, in the amount of two hundred and twenty-four million, nine hundred and eighty-eight thousand, one hundred and seventy-two reais and forty-three centavos (R\$224,988,172.43), from one billion, one hundred and thirty-seven million, seven hundred and seventy thousand, five hundred and sixty-one reais and twenty-eight centavos (R\$1,137,770,561.28) to one billion, three hundred and sixty-two million, seven hundred and fifty-eight thousand, seven hundred and thirty-three reais and seventy-one centavos (R\$1,362,758,733.71), with the subsequent issue of seven million, seven hundred and sixty-two thousand, eight hundred and fifty-six (7,762,856) new registered, book-entry common shares with no par value, from one hundred and thirty million, eight hundred and fifty-nine thousand, five hundred and seventy-eight (130,859,578) shares to one hundred and thirty-eight million, six hundred and twenty-two thousand, four hundred and thirty-four (138,622,434) shares, at the issue price of R\$28.9826543774611 per share, calculated according to paragraph 1 of article 170 of Brazilian Corporation Law.

With the agreement of all the Company's current shareholders, who, individually and expressly waive their respective preemptive rights under this capital increase, all the shares issued are subscribed by Finarge Italy and paid-up by giving in payment (a) three million, seven hundred and twenty-one thousand, eight hundred and twelve (3,721,812) shares issued by Finarge Apoio, representing the entire share capital of Finarge Apoio, and (b) receivables held by Finarge Italy from companies controlled by the Company, according to the Subscription Instrument attached hereto as **Exhibit I**.

(ii) approved, by a unanimous vote with no restrictions, the ratification of the designation of the Appraiser as the specialized company responsible for appraising (a) the shares issued by Finarge Apoio, and (b) the Receivables, to be given in payment by Finarge Italy to the Company due to the capital increase approved in item (i) of the agenda, under article 8 of Brazilian Corporation Law;

(iii) approved, by a unanimous vote with no restrictions, the Appraisal Reports, prepared by the Appraiser for purposes of the capital increase approved in item (i) of the agenda, attached hereto as **Exhibit II**.

(iv) approved, by a unanimous vote with no restrictions, the amendment to article 4 of the Company's Bylaws to include the capital increase approved in item (i) of the agenda, which shall become effective with the following wording:

"Article 4 – The Company's share capital is one billion, three hundred and sixty-two million, seven hundred and fifty-eight thousand, seven hundred and thirty-three reais and seventy-one centavos (R\$1,362,758,733.71), fully subscribed and paid-up, divided into one hundred and thirty-eight million, six hundred and twenty-two thousand, four

hundred and thirty-four (138,622,434) shares, all of which registered, book-entry common shares with no par value.”

The consolidated Bylaws are attached hereto as **Exhibit III**.

6. CLOSURE AND DRAWING UP OF THE MINUTES: There being no further business to address, the meeting was adjourned for the drawing up of these minutes in summary form, according to paragraph 1 of article 130 of Brazilian Corporation Law, and will be published omitting the signatures of shareholders, according to paragraph 2 of article 130 of Brazilian Corporation Law, which, after being read and approved, was signed by all those present. Chair: Bruno Pessoa Serapião. Secretary: Ricardo Wagner. Attending shareholders: Vinci Capital Partners II H Fundo de Investimento em Participações; Pátria Infraestrutura Fundo de Investimento em Participações; Pátria Infraestrutura Brasil Fundo de Investimento em Participações Multiestratégia and BNDES Participações S.A. – BNDESPAR.

This is a free English translation of the original minutes drawn up in the Company's records.

Niterói, September 9, 2021.

Presiding:

Gabriel Felzenszwalb
Chair

Ricardo Wagner
Secretary

EXHIBIT I
Subscription Instrument

The shareholder below agrees to subscribe and pay-up the seven million, seven hundred and sixty-two thousand, eight hundred and fifty-six (7,762,856) new registered, book-entry common shares with no par value, issued due to the capital increase of CBO Holding S.A., a corporation headquartered at Travessa Braga, nº 2, Barreto, CEP 24110-200, in the City of Niterói, State of Rio de Janeiro, inscribed in the register of corporate taxpayers (CNPJ) under number 14.882.295/0001-81 ("Company"), approved at the extraordinary shareholders' meeting of September 9, 2021, as follows:

SUBSCRIBER SHAREHOLDER	NUMBER OF SHARES SUBSCRIBED	TOTAL SUBSCRIBED AMOUNT	PAYMENT CONDITIONS
Finarge – Armamento Genovese SRL , a limited-liability company duly created and operating under the law of Italy, headquartered at Via Ponte Reale, nº 2, CEP 16123, in the City of Genoa, region of Liguria, inscribed in the register of corporate taxpayers (CNPJ) under number 05.721.595/0001-98	7,762,856	R\$224,988,172.43	Giving in payment to the Company (i) three million, seven hundred and twenty-one thousand, eight hundred and twelve (3,721,812) shares issued by Finarge Apoio Marítimo Ltda., a limited-liability company headquartered at Avenida Rio Branco, nº 89, sala 1002, Centro, CEP 20040-004, in the City and State of Rio de Janeiro, inscribed in the register of corporate taxpayers (CNPJ/ME) under number 10.383.827/0001-85, representing all of its share capital; and (ii) receivables held by the subscriber from companies controlled by the Company

Presiding:

Gabriel Felzenszwalb
Chair

Ricardo Wagner
Secretary

Subscriber Shareholder:

Finarge – Armamento Genovese SRL

By: Alberto Gavarone
Position: CEO and Chair