

TEGMA GESTÃO LOGÍSTICA S.A.

CNPJ/MF No. 02.351.144/0001-18

NIRE 35.300.340.931

MINUTE OF THE EXECUTIVE BOARD MEETING

1. DATE, TIME AND PLACE: Held on March 31st (thirty-first) 2020, at 10:00 a.m., at the headquarters of Tegma Gestão Logística S.A. ("Company" or "Tegma"), in the city of São Bernardo do Campo, state of São Paulo, at Avenida Nicola Demarchi, No. 2.000, Demarchi District.

2. CALL AND ATTENDANCE: Pursuant to article 22, paragraph 1, of the Company's Bylaws, the meeting was called through the Call Notice transmitted electronically to the directors on March 26th, 2020.

All the acting members of the Company's Board of Directors were present, who participated in the meeting by means of a video conference, pursuant to paragraph 4 of article 22 of the Company's Bylaws.

Due to the agenda to be resolved, and in compliance with article 163, items II, III, VII and paragraph 3, of Law 6.404/76, as amended, the members of the Company's Fiscal Council, Messrs. Rubens Barletta and Mauro Stacchini Jr.

3. BOARD: President: Murilo Cesar Lemos dos Santos Passos
Secretary: Fernando Luiz Schettino Moreira

4. AGENDA: To resolve on the following matters:

(i) Re-ratify the statement regarding the Company's Quarterly Information for the quarter that ended on September 30th, 2019;

(ii) To express on the consolidated financial statements of the Company for the fiscal year ended on 12.31.2019, including the management report, the capital budget of the Company for the year of 2020, the proposal for the allocation of the results of the year of 2019;

(iii) Approve the full text of the Management Proposal for the Company's Annual and Extraordinary Shareholders' Meeting, which will include, among other matters: (a) Management's comments on the Company's financial situation, pursuant to item 10 of the reference form; (b) proposed capital budget of the Company for the fiscal year that ended on 12.31.2020 and proposed allocation of net income for the fiscal year that ended on 12.31.2019 (Annex 9-1-II of ICVM 481); (c) installation of the Fiscal Council and the election of the effective and alternate members of the Fiscal Council, with the information indicated in items 12.5 to 12.10 of the reference form in relation to the candidates indicated by the Company's controlling shareholders; (d) proposal for the global compensation of the Company's Management and the Fiscal Council, with the information indicated in item 13 of the reference form; (e) approve the increase in the Company's capital stock, in the amount of 174,054,767.57 BRL (one hundred and seventy-four million, fifty-

four thousand, seven hundred and sixty-seven reais and fifty-seven cents) without the issue of new shares, by converting the existing balance in the Capital Reserve account, consequently changing the caput of article 5 of the Company's Bylaws; (f) ratification of the global compensation of the Company's management for the fiscal year that ended on December 31st, 2019; and (g) ratification of the Company's capital budget for the fiscal year that ended on December 31st, 2019.

(iv) Call the Company's Annual and Extraordinary Shareholders' Meeting, pursuant to article 23, item IV of the Bylaws; and

(v) Approve the holding of the Annual General Meeting of the companies Catlog Logística de Transportes S.A. and GDL Gestão de Desenvolvimento em Logística Participações S.A., as well as approve the holding of Partners' Meeting of the companies Tegma Cargas Especiais Ltda., Tegmax Comércio e Serviços Automotivos Ltda., Niyati Empreendimentos e Participações Ltda., Tegma Logística de Veículos Ltda., Tegma Logística de Armazéns Ltda., TegUP Inovação e Tecnologia Ltda. and Tech Cargo Plataforma de Transportes Ltda., pursuant to article 23, item XXVII, of the Company's Bylaws, to resolve on the accounts for the fiscal year that ended on December 31st, 2019 of the respective companies.

5. RESOLUTIONS: The present Board members, by unanimous vote, without any restrictions, made the following resolutions:

(i) Due to the special review report of the independent auditors issued on this date by BDO RCS Auditores Independentes, and the respective presentation was made, after analysis and discussion, the directors re-ratified favorably the restatement of the ITR for the 3rd quarter of 2019.

(i) following the extensive examination of the Company's financial statements for the fiscal year that ended on 12.31.2019, the Board members, by unanimous vote, without any restrictions, pursuant to article 23, item VII, have expressed favorably on said statements including the management report, the capital budget of the Company, and the proposal for allocation of the results and, pursuant to article 23, item III of the Company's Bylaws, recommended its approval at the Company's Annual and Extraordinary Shareholders' Meeting;

(ii) to approve, in accordance with Article 23, item III of the Company's Bylaws, the full text of the Management Proposal and recommend its approval at the Company's Annual and Extraordinary Shareholders' Meeting;

(iv) call the Company's Annual and Extraordinary Shareholders' Meeting, pursuant to article 23, item IV of the Bylaws; and

(v) Approve the holding of the Annual General Meeting of the companies Catlog Logística de Transportes S.A. and GDL Gestão de Desenvolvimento em Logística Participações S.A., as well as approve the holding of Partners' Meeting of the companies Tegma Cargas Especiais Ltda., Tegmax Comércio e Serviços Automotivos Ltda., Niyati Empreendimentos e Participações Ltda., Tegma Logística de Veículos Ltda., Tegma Logística de Armazéns Ltda., TegUP Inovação e Tecnologia Ltda. and Tech Cargo Plataforma de Transportes Ltda. to resolve on the accounts for the fiscal year that ended on December 31st, 2019 of the respective companies.

6. **CLOSING:** There being no further matters to discuss, the Meeting was closed and these Minutes were drawn up, read, approved and signed by those present. São Bernardo do Campo - March 31, 2020, at 10:00 am. Signatures: (aa) Murilo Cesar Lemos dos Santos Passos, President; (aa) Fernando Luiz Schettino Moreira, Secretary; Members of the Executive Board: (aa) Murilo Cesar Lemos dos Santos Passos; (aa) Evandro Luiz Coser; (aa) Fernando Luiz Schettino Moreira; (aa) Orlando Machado Júnior; (aa) Mário Sérgio Moreira Franco; (aa) Décio Carbonari de Almeida.

These minutes are a faithful copy of those drawn up in the proper book.

**MURILO CESAR LEMOS DOS SANTOS
PASSOS**
President

FERNANDO LUIZ SCHETTINO MOREIRA
Secretary