

**MRV ENGENHARIA E PARTICIPAÇÕES S.A.**  
CNPJ nº 08.343.492/0001-20  
NIRE 31.300.023.907  
*PUBLICLY HELD COMPANY WITH AUTHORIZED CAPITAL*

**MINUTES OF THE BOARD OF DIRECTOR'S MEETING  
HELD ON JULY 06, 2023**

The Meeting of the Board of Directors of **MRV ENGENHARIA E PARTICIPAÇÕES S.A.** ("Company"), opened upon attendance of its members, undersigned, regardless of convocation, chaired by Mr. **Rubens Menin Teixeira de Souza** and secretary by **Mrs. Vanessa Fiche Rivetti**, took place at 07 am, on July 06, 2023, by digital means, pursuant to article 23 and paragraphs of the Company's Bylaws.

**Agenda - consider and deliberate on the following topics:**

- (i)** the public offering of primary distribution of common shares, to be issued by the Company, all in registered form, without nominal value, free and clear of any liens or encumbrances ("Shares"), exclusively targeting Professional Investors (as defined below), under the rite of automatic registration distribution, in accordance with article 26, II, "a" of CVM Resolution No. 160, dated July 13, 2022, as amended ("CVM" and "CVM Resolution 160", respectively), with placement efforts of the Shares abroad, through transactions exempt from registration, provided for in the Securities Act (as defined below) and in the regulations issued under the terms of the Securities Act ("Offering"), within the authorized capital limit provided for in Article 6, *caput*, of the Company's Bylaws ("Bylaws"), complying with the procedures set forth in Article 6, paragraphs 1 to 3 of the Bylaws;
- (ii)** the exclusion of the preemptive right of the existing shareholders holding common shares issued by the Company ("Shareholders"), in accordance with Article 172, Section I, of Law No. 6,404, dated December 15, 1976, as amended ("Corporate Law"), and Article 6, paragraph 3, of the Bylaws, to subscribe for the Shares to be issued in the context of the Offering;
- (iii)** the granting of the right of priority to the Shareholders to subscribe for up to the total number of Shares (including the Additional Shares, as defined below) to be offered through the Offering, subject to the procedures to be disclosed to the market through the material fact regarding the Offering ("Priority Right");
- (iv)** the renewal of the authorization granted to the members of the Company's Board of Officers to take all necessary actions and measures for the execution,

formalization, and implementation of the resolutions adopted in this meeting for the implementation of the Offering; and

- (v) the ratification of any and all acts already performed by the Company's Board of Officers in connection with or aimed at implementing the Offer and the above resolutions, including but not limited to the hiring of the Offering Underwriters (as defined below), International Placement Agents (as defined below), B3 S.A. – Brasil, Bolsa, Balcão ("B3"), legal advisors, and independent auditors, without limitation.

**Resolutions - With the meeting being convened, and after analysis and discussion of the matters on the agenda, all members of the Board of Directors present unanimously resolved, without reservations, the following:**

- (i) **Approval of the Offering** - the Board of Directors approved the execution of the Offering, in accordance with Article 6, paragraph 2 of the Bylaws, under the terms and conditions described below:

(a) The Offering will consist of the initial public primary distribution of 58,640,000 (fifty-eight million, six hundred and forty thousand) new shares issued by the Company to be conducted in the Federative Republic of Brazil ("Brazil"), in the over-the-counter unorganized market, exclusively targeting Professional Investors, under the coordination of institutions that are part of the securities distribution system ("Offering Underwriters"), the Offering will be carried out in accordance with the "*Contrato de Colocação, Coordenação e Garantia Firme de Liquidação de Oferta Pública de Distribuição Primária de Ações Ordinárias de Emissão da MRV Engenharia e Participações S.A.*", to be entered into between the Company and the Offering Underwriters ("Placement Agreement"), in CVM Resolution No. 160, the "ANBIMA's Regulation and Best Practices Code for Structuring, Underwriting, and Distributing Public Offerings of Securities and Public Tender Offers for Securities", issued by the Brazilian Association of Financial and Capital Markets Entities ("ANBIMA") and currently in force, Law No. 6,385, dated December 7, 1976, as amended ("Securities Market Law"), the "*Regulamento de Listagem do Novo Mercado*" from B3 and other applicable legal provisions;

(b) simultaneously, efforts will be made to place the shares internationally by international placement agents ("International Placement Agents"), in accordance with the Placement Facilitation Agreement to be entered into between the Company and the International Placement Agents ("International Placement

Agreement): **(i)** in the United States of America ("United States"), exclusively to qualified institutional buyers, as defined in Rule 144A of the Securities Act, issued by the U.S. Securities and Exchange Commission ("SEC"), in exempt transactions in the United States, pursuant to the U.S. Securities Act of 1933, as amended ("Securities Act"), and the regulations issued under the Securities Act; and **(ii)** in other countries, except the United States and Brazil, to investors who are considered non-residents or non-domiciled in the United States or not organized under the laws of that country (non-U.S. persons), in accordance with the procedures provided in Regulation S, issued by the SEC, under the Securities Act, and who invest in accordance with the applicable laws of their country of domicile (such investors referred to in (i) and (ii) above, collectively referred to as "Foreign Investors"), and in both cases, that such Foreign Investors invest in Brazil in accordance with the investment mechanisms regulated by applicable Brazilian laws, especially those of the Central Bank of Brazil, the National Monetary Council ("CMN"), and/or CVM;

**(c)** until the date of the conclusion of the Bookbuilding Procedure (as defined below), the initially offered quantity of shares may, at the discretion of the Company, in agreement with the Offering Underwriters, be increased by up to 33,3% (thirty three and three hundredths percent) of the total initially offered shares, which is equivalent to up to 19.547.000 (nineteen million, five hundred and forty-seven thousand) additional shares issued by the Company, under the same conditions and at the same price as the initially offered shares, which will be allocated to meet any excess demand that may be identified at the time the Share Price is determined (as defined below) ("Additional Shares");

**(d)** partial distribution within the scope of the Offering will not be permitted;

**(e)** the Offering will be destined exclusively for professional investors as defined by Article 11 of CVM Resolution 30, dated May 11, 2021, as amended, ("Local Professional Investors" being the Local Professional Investors and Foreign Investors when referred to together the "Professional Investors"), pursuant to article 26, II, "a" of CVM Resolution 160;

**(f)** the price per share ("Price per Share") will be determined after the completion of the bookbuilding procedure, with Local Professional Investors, which will be carried out by the Offering's Underwriters in Brazil, as per the Placement Agreement, and abroad with Foreign Investors, by the International Placement Agents, as per the Placement Facilitation Agreement ("Bookbuilding Procedure"). The chosen criteria for determining the Price per Share, as justified under Article 170, paragraph 1, item III of the Corporate Law, will be based on: **(i)** the

quotation of the Company's common shares on B3; and **(ii)** indications of interest, including the quality and quantity of demand (in terms of volume and price) for the shares, collected from Professional Investors during the Bookbuilding Procedure. This approach aims to avoid unjustified dilution of the Company's shareholders;

**(g)** the Company intends to primarily use the net proceeds from the Offering to improve its capital structure, exclusively in real estate development activities in Brazil;

**(h)** the Shares (including the Additional Shares) will be placed under a firm commitment basis, individually and not jointly, in proportion to and up to the individual limits of the settlement guarantee provided by each of the Offering Underwriters, as well as other provisions stipulated in the Placement Agreement. The firm settlement guarantee becomes binding upon the conclusion of the Bookbuilding Procedure, the determination of the Price per Share, and the signing of the Placement Agreement and the Placement Facilitation Agreement; and

**(i)** The Shares (including the Additional Shares) that are subject to placement efforts abroad by the International Placement Agents with Foreign Investors will be entirely placed in Brazil by the Offering Underwriters, in accordance with Article 19, paragraph 4, of the Securities Market Law, and must be settled in Brazil, in the national currency, through the investment mechanisms regulated by the CMN, the Central Bank, and the CVM; and

**(j)** the remaining details of the Offering will be disclosed to the market by the Company in due course, in accordance with applicable regulations.

**(ii) Exclusion of the Preemptive Right** – The Board of Directors approved the exclusion of the preemptive rights of the Shareholders in the subscription of the Shares (including the Additional Shares) to be issued within the scope of the Offering, in accordance with Article 172, Section I, of the Corporate Law and Article 6, Paragraph 3, of the Company's Bylaws, and such issuance will be carried out within the authorized capital limit provided for in article 6, caput, of the Bylaws, observing the procedures provided for in article 6, paragraphs 1 to 3 of the Bylaws;

**(iii) Granting of the Priority Right** – The Board of Directors approved the granting of the Priority Right to Shareholders, in accordance with Article 7 of CVM Resolution 160, in order to comply with the provisions of Article 53, Paragraph 3, of CVM Resolution 160, for the subscription of up to all the Shares (including the

Additional Shares), to be placed through the Offering, observed the limit of the proportion of their interest in the Company's capital stock ("Priority Offering");

**(iv)** The Board of Directors authorized the members of the Company's Board of Officers to take all necessary actions and measures for the implementation, formalization, and completion of the above resolutions, within the scope of the Offering, including, but not limited to representing the Company before the CVM, B3, and ANBIMA, as necessary. They are authorized to perform or cause to be performed any acts or negotiate, approve and execute any contracts, communications, notifications, certificates, documents or instruments deemed necessary or appropriate for the implementation of the above resolution; and

**(v)** The Board of Directors ratified any and all acts already performed by the Company's Board of Officers in connection with or aimed at implementing the Offer and the above resolutions, including but not limited to the hiring of the Offering Underwriters, International Placement Agents, B3, legal advisors, and independent auditors, without limitation.

With no further resolutions, the minutes were drafted for subsequent approval by the participants.

Belo Horizonte, July 06, 2023.

Chairman: **Rubens Menin Teixeira de Souza**. Secretary: **Vanessa Fiche Rivetti**.  
Board of Directors Members Attending: **Leonardo Guimarães Corrêa, Paulo Sérgio Kakinoff; Maria Fernanda Nazareth Menin Teixeira de Souza Maia; Rubens Menin Teixeira de Souza; Antônio Kandir; Betânia Tanure de Barros e Sílvia Romero de Lemos Meira.**

Comply with the original:

**Vanessa Fiche Rivetti**  
Secretary