

**MRV ENGENHARIA E PARTICIPAÇÕES S.A.**  
**CNPJ/ME No. 08.343.492/0001-20**  
**NIRE 31.300.023.907**  
Publicly held Company

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**  
**HELD ON JULY 05, 2021**

The Board of Directors' meeting for **MRV ENGENHARIA E PARTICIPAÇÕES S.A.** ("**Company**"), held with the presence of the members undersigned, independent of call. The meeting was chaired by Mr. **Rubens Menin Teixeira de Souza**, and secretariat by Mrs. **Maria Fernanda Nazareth Menin Teixeira de Souza Maia**, and was held at 11:00 AM, on July 05, 2021, digitally, pursuant to article 23 and following paragraphs of the Company's Bylaws.

According to the meeting **Agenda**, the following items were deliberated and unanimously approved:

**(a) Approve**, for being a transaction with a related party, the granting of fiduciary guarantee, in the form of surety and fiduciary cession of credit rights arising from the quotas of the Maximiza Investment Fund owned by the Company and held with Itaú Unibanco S.A., headquartered at 100 Praça Alfredo Egydio de Souza Aranha, Tower Olavo Setúbal, São Paulo/SP, registered with CNPJ under the number nº 60.701.190/0001-04 ("Guarantee"), in favor of ITAU UNIBANCO SA NASSAU BRANCH, registered with CNPJ under the number 60.701.190/4845-43, headquartered at 31B, Annex Building - 2nd, Floor, East Bay Street, PO Box N-3930, Nassau, The Bahamas ("Lender"), within the scope of raising up to US\$ 45,000,000 (forty-five million dollars) by its subsidiary **AHS Residential LLC**, a foreign domiciled limited liability company, incorporated under the laws of Florida, United States of America ("AHS"), in accordance with the terms and conditions of the instruments "Loan Agreement", "Promissory Note" and "Instrumento Particular de Cessão Fiduciária de Direitos Creditórios" to be signed between AHS, the Company, as guarantor, and the Lender ("Funding");

**(b) Approve** the creation of the Company's Stock Option Plan ("Program 14"), second of Plan III, which consists of inviting the executives and/or certain employees of the Company and its subsidiaries (directly and indirectly controlled companies), to acquire, if they so wish, the options indicated in the Letter of Invitation sent by the Company, in accordance with the terms contained in the corresponding Letter of Invitation. The grant limit for this Program will be 2,337,000 (two million, three hundred and thirty-seven thousand) options, whose Exercise Price will be R\$ 17.42 (seventeen reais and forty-two cents), equivalent to the average of the last 30 (thirty) trading sessions from the date of approval by the People Committee.

**(c) Approve** the removal of Mr. Sinai Waisberg, due to the end of his term as a director of the Company, from the position of member of the Company's Operations Committee;

(Free translation, for reference only – Original in Portuguese)

**(d) Authorize** the Executive Board to, directly or indirectly through attorneys, to perform any and all acts and execute any and all documents that are necessary or convenient, including signing any instruments and respective amendments necessary for the implementation of the above resolutions, as well as ratifying the acts already practiced by the Company's Executive Board in this regard.

There being no further matters to discuss, these minutes were recorded, read and agreed-upon, and signed by the members present.

Belo Horizonte, July 05, 2021.

Chairman: **Rubens Menin Teixeira de Souza**, Secretary: **Maria Fernanda N. Menin T. de Souza Maia**. Board members: **Rubens Menin Teixeira de Souza; Marcos Alberto Cabaleiro Fernandez; Maria Fernanda N. Menin T. de Souza Maia; Betania Tanure de Barros; Antonio Kandir; Sílvia Romero de Lemos Meira; e Leonardo Guimarães Corrêa.**

For all legal purposes, it is hereby stated that a true and authentic copy is filed and signed by those in attendance in the proper book.

Checked with the original copy:

**Maria Fernanda N. Menin Teixeira de Souza Maia**  
Secretary