

## MRV ENGENHARIA E PARTICIPAÇÕES S.A.

CNPJ/MF nº 08.343.492/0001-20

NIRE 31.300.023.907

Public Company

### NOTICE TO THE MARKET

Considering that the operation configures transaction between related parties, and in accordance with CVM Instruction No 480, the Company discloses the following information set out in Annex 30-XXXIII of the related Instruction and the Minutes of the Meeting of the Board of Directors (Attachment I):

|  |  |
|--|--|
| <b>Related Parties Names</b>   | <b>MRV (US) HOLDINGS CORPORATION</b><br><b>MRV ENGENHARIA E PARTICIPAÇÕES S.A.</b>   |
| <b>Issuer Relationship</b>   | MRV (US) HOLDINGS CORPORATION is a subsidiary of MRV ENGENHARIA E PARTICIPAÇÕES S.A. to the extent that the latter holds 100% of its share capital.  |
| <b>Issuer Relationship</b>   | January 14, 2022   |
| <b>Subject of the contract</b>   | Granting of a fidejussory guarantee, in the form of a bail, obligations contained in the Offshore Loan issued by MRV (US) Holdings Corporation   |
| <b>Main terms and conditions</b>   | US\$ 60,000,000.00 Offshore Loan (Sixty Million Dollars) with a term of 04 (four) years, remuneration interest of 3.98% per year (three-point ninety eight percent per year) with semiannual payments and principal in equal installments in the third and fourth year.  |
| <b>Counterparties' participation in the transaction</b>  | Provision by the Company of personal guarantee in the form of a guarantee, jointly committing itself as a guarantor and principal payer of all amounts due by MRV (US) HOLDINGS CORPORATION within the scope of the Offshore Loan. The bond was approved by the Company's Board of Directors on January 13, 2022.  |
| <b>Detailed justification of why the issuer's management considered that this transaction considered the commutative conditions or forecast compensatory payment</b> | <p>The transaction was carried out under market conditions in the best interest of the Company, with the Company and MRV (US) HOLDINGS CORPORATION having convergent interests in the negotiation of the terms and conditions, considering that MRV (US) HOLDINGS CORPORATION is a controlled company of the Company.</p> <p>It should be noted that the Company did not receive any consideration for the transaction.</p> <p>The Company did not request proposals from third parties, since the guarantee was provided due to the quality of MRV (US) HOLDINGS CORPORATION controlling shareholder.</p> |

Belo Horizonte, January 21, 2022

**Ricardo Paixão Pinto Rodrigues**

Chief Financial and Investor Relations Officer

Attachment I

**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 JANUARY 13, 2022**

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 N. Menin T. de Souza Maia**, and was held at 09:00 AM, on January 13<sup>th</sup>, 2022, 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:

**(f) Approve**, pursuant to §4 of Article 26 of the Company's Bylaws, the reelection of the members of the Statutory Committees, for a unified term of 2 (two) years from this date, of the following members:

| <b>GOVERNANCE, RISK, COMPLIANCE AND PRIVACY COMMITTEE</b> |
|---|
| Antonio Kandir  |
| Betania Tanure de Barros                                  |
| Eduardo Fischer Teixeira de Souza                         |
| Junia Maria de Sousa Lima Galvão                          |
| Maria Fernanda Nazareth Menin Teixeira de Souza Maia      |

| <b>PERSONNEL COMMITTEE</b>                           |
|--|
| Betania Tanure de Barros                             |
| Eduardo Fischer Teixeira de Souza                    |
| Junia Maria de Sousa Lima Galvão                     |
| Marcos de Aguiar Morgado Horta                       |
| Maria Fernanda Nazareth Menin Teixeira de Souza Maia |
| Rafael Nazareth Menin Teixeira de Souza              |
| Rubens Menin Teixeira de Souza                       |

| <b>OPERATIONS COMMITTEE</b>             |
|---|
| Eduardo Fischer Teixeira de Souza       |
| Leonardo Guimarães Corrêa               |
| Rafael Nazareth Menin Teixeira de Souza |
| Rubens Menin Teixeira de Souza          |

| <b>INNOVATION COMMITTEE</b>             |
|---|
| Junia Maria de Sousa Lima Galvão        |
| Rafael Nazareth Menin Teixeira de Souza |
| Raphael Soares Paiva                    |
| Reinaldo Ferreira Sima                  |
| Rodrigo Martins de Resende              |
| Rubens Menin Teixeira de Souza          |
| Sílvio Romero de Lemos Meira            |
| Thiago Corrêa Ely                       |

| <b>LEGAL COMMITTEE</b>                               |
|--|
| Eduardo Fischer Teixeira de Souza                    |
| Guilherme Silva Freitas                              |
| Maria Fernanda Nazareth Menin Teixeira de Souza Maia |
| Raphael Rocha Lafetá                                 |
| Rubens Menin Teixeira de Souza                       |

| <b>AUDIT COMMITTEE</b>    |
|---------------------------|
| Antônio Kandir            |
| Leonardo Guimarães Corrêa |
| Pierre Carvalho Magalhães |

**(g) Approve**, pursuant to §3 of Article 26 of the Company's Bylaws, the reelection of the members of the Non-Statutory Committees, for a unified term of 2 (two) years from this date, of the following members:

| <b>FINANCIAL COMMITTEE</b>              |
|---|
| Antônio Kandir                          |
| Leonardo Guimarães Corrêa               |
| Rafael Nazareth Menin Teixeira de Souza |
| Ricardo Paixão Pinto Rodrigues          |
| Rubens Menin Teixeira de Souza          |

| <b>ETHICS COMMITTEE</b>                              |
|--|
| Alex de Sousa Medeiros (no voting rights)            |
| Eduardo Fischer Teixeira de Souza                    |
| Junia Maria de Sousa Lima Galvão                     |
| Leonardo Guimarães Corrêa                            |
| Maria Fernanda Nazareth Menin Teixeira de Souza Maia |
| Rafael Nazareth Menin Teixeira de Souza              |

**(h) Approve**, pursuant to Article 24, items "g" and "h" of the Company's Bylaws, the granting of personal 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" ou "Itau Nassau"), within the scope of raising up to US\$ 120,000,000 (a hundred and twenty million dollars) by its subsidiary **MRV US HOLDINGS CORPORATION**, a holding company domiciled abroad, incorporated under the laws of the state of

Delaware, United States of America, with Employer Identification Number (EIN) No. 84-3036805 ("MRVUS"), in accordance with the terms and conditions of the instruments "Loan Agreement" and "Promissory Note" to be signed between MRVUS, the Company, as guarantor, and the Lender;

**(i) Approve** the execution of the "Parent Pledge Agreement" to be signed between the Company, as guarantor, and Itau Nassau, as insured, whose purpose is to pledge the shares of its wholly owned subsidiary MRVUS, to guarantee all funding already carried out or to be carried out by MRVUS with Itau Nassau; and

**(j) Authorize** the Executive Board, direct or indirectly by its representatives, to perform any and all acts and execute any and all documents that may be necessary or convenient for the implementation of the above resolutions, as well as ratify the acts already performed by the Company's Executive Board in this sense.

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

Belo Horizonte, January 13<sup>th</sup>, 2022.

Chairman: **Rubens Menin Teixeira de Souza**, Secretary: **Maria Fernanda N. Menin Teixeira de Souza Maia**. Members of the Board of Directors' that were Present: **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