

ANNUAL REPORT OF THE STATUTORY AUDIT COMMITTEE

MRV ENGENHARIA E PARTICIPAÇÃO S.A

FISCAL YEAR 2021

About the Statutory Audit Committee:

The Statutory Audit Committee ("Committee") of MRV Engenharia e Participações S.A. ("Company") is a statutory body of permanent operation and advisor of the Company's Board of Directors, with operational and financial autonomy.

As part of the process of continuous evolution of the Company's corporate governance and compliance with the regulation of the Novo Mercado Regulations of B3 – Brasil, Bolsa, Balcão ("Novo Mercado Regulation"), the Committee had its installation approved through a change in the Bylaws' articles 26, 31 and 32, at the Ordinary and Extraordinary Shareholders Meeting, held on April 16, 2020.

Its Internal Regulation ("Regulation") was approved by the Company's Board of Directors at a meeting held on April 14, 2020 and is available on the Company's IR page.

Composition:

In accordance with Article 31 of the Company's Bylaws, and item 4. of its Regulation, the Committee shall be composed of at least 3 (three) and a maximum of 5 (five) effective members, elected by the Board of Directors, for a unified term of office of 2 years, allowed re-election, being that (i) the majority of its members shall be independent, according to the independence criteria established by the Novo Mercado Regulation and the Securities and Exchange Commission ("CVM"), and other applicable regulations; (ii) at least 1 (one) member shall be an independent board member of the Company, as defined in the Novo Mercado Regulation and (iii) at least 1 (one) member shall have recognized experience in matters of corporate accounting, internal controls, information, and financial operations and audit, cumulatively, in accordance with the applicable regulations, being possible that such requirement is cumulated by the independent board member provided for in item (i).

Currently, the Company's Committee is composed of 3 (three) members, who were elected at the Board of Directors meeting held on April 14, 2020, and re-elected on January 13, 2022, for a term of office of 2 (two) years, being: (i) 2 (two) independent members (who fit the independence criteria established in the Novo Mercado Regulation and by CVM); and (ii) 1 (one) of them a specialist in accounting and finance, not performing another role in the Company, in accordance with the provisions of Article 22, item V of the Novo Mercado Regulation. Among the members elected to compose the Committee, one exercises the role of Coordinator.

Members of the Committee are: Antônio Kandir (Committee coordinator and independent board member), Leonardo Guimarães Corrêa (Secretary of the Committee), and Pierre Carvalho Magalhães (specialist in accounting and finance).

**Antônio
Kandir**



Coordenador
do Comitê e
conselheiro
independente

**Leonardo Guimarães
Corrêa**



Secretário
do Comitê

**Pierre Carvalho
e Magalhães**



Especialista
em
contabilidade
e finanças

Duties and Responsibilities:

The Committee has as main objectives to supervise the quality and integrity of financial reports, adherence to legal, statutory, and regulatory rules, the adequacy of risk management processes, and the activities of internal audit and independent audit of the Company.

The Committee's analyses are based on the information received by the Company's Management, the Independent Audit, and the areas of internal audit, risk management, and internal controls.

The Committee's competence is listed in its Regulation and are carried out in strict accordance with the requirements set forth in CVM Normative Instruction No. 480, in the Novo Mercado Regulation, in the recommendations of the Manual de Melhores Práticas de Governança Corporativa do Instituto Brasileiro de Governança Corporativa ("IBGC"), in the Company's Bylaws and those defined in its Regulation, which is:

Monitor the quality control of financial statements, internal controls, and risk management and compliance - Item 22, of Annex 29-A of CVM IN 480;

Monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work - Item 24, of Annex 29-A of CVM IN NO. 480.

Issue opinion on the hiring and removal of independent audit services - Art. 22, item IV, point "a" of the Novo Mercado Regulation.

Evaluate the quarterly information, interim statements and financial statements - Art. 22, item IV, point "b" of the Novo Mercado Regulations.

Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - Art. 22, item IV, point "d" of the Novo Mercado Regulation.

Evaluate, monitor and recommend to management the correction or improvement of internal policies, including the Related Party Transaction Policy - Art. 22, item IV, point "e" of the Novo Mercado Regulation.

Evaluate through the reception and treatment of information regarding the non-compliance with legal and normative provisions applicable to the Company, in addition to internal regulations and codes, ensuring the protection of the provider and the confidentiality of the information - Art. 22, item IV, point "f" of the Novo Mercado Regulation.

Inform its activities to the Company's Board of Directors on a quarterly basis, including in the minutes of the mentioned report - Art. 22, §2 of the Novo Mercado Regulations.

Monitor the activities of the internal audit and internal controls area of the Company, including the quality of its work, existing structure, work plan and results of the work held - Recommendation of the Manual of Best Corporate Governance Practices of IBGC.

Meetings held and main topics discussed in 2021:


The Committee has a Work Plan defined annually for the proper planning and execution of its responsibilities.


The Committee met 5 (five) times in the 2021 fiscal year and 2 (two) times in 2022 until the closing of this report, aiming to comply with its legal and regimental obligations. The Committee also attended to the meeting of the following areas (i) Controllershship (ii) Internal Audit; (iii) Governance, Risks, Compliance and Privacy; (iv) Finance and Investor Relations, in addition to the Independent Audit and the Company's Fiscal Council.


Among the topics discussed we can highlight the following:

MEETING HELD ON MARCH 3RD OF 2021	
AGENDA	RELATED COMPETENCE
Approval of the Committee Annual Report	Release, annually, summary report of the Audit Committee including the meetings held and the main topics discussed, highlighting the recommendations made by the Committee to the Company's Board of Directors. Art. 22, §2 of the Novo Mercado Regulation
Approval of the meetings annual calendar for the 2021 fiscal year	To have an annual meeting calendar, established at the first annual meeting of the Committee. Item 5.1.do Rules of Procedure of the Committee
Start of the evaluation process of the Committee regarding work made in the 2020 fiscal year	Structure and release a committee evaluation process. Art. 18 of the New Market Regulation

Independent Auditor's Report on the Financial Statements for the year 2020	To monitor the quality control of financial statements, internal controls, and risk management and compliance. Item 22, of Annex 29-A of CVM IN No. 480
Ratification of the Independent Audit	To monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work. Item 24, of Annex 29-A of CVM IN No. 480

 MEETING HELD ON APRIL 9TH OF 2021	
AGENDA	RELATED COMPETENCE
Analysis of the results of the Evaluation Process	Structure and release a committee evaluation process. Art. 18 of the New Market Regulation
Presentation of the Work Plan of the Areas of Internal Audit, Risks and Compliance for the 2021 fiscal year	To monitor the activities of the internal audit and internal controls area of the Company, including the quality of its work, current structure, work plan and results of the work carried out. Recommendation of the IBGC Corporate Governance Best Practices Manual
Presentation on the main effects of the pandemic on the Company's business	To assess and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process. Art. 22, item IV, point "d" of the New Market Regulation
Results obtained by Luggo during the pandemic	

 MEETING HELD ON MAY 11TH OF 2021:	
AGENDA	RELATED COMPETENCE
Quarterly Information Analysis (ITR) of the first quarter of 2021 for disclosure on 05/12/21	Assess whether the Quarterly Information has been correctly prepared, whether it adequately reflects the company's situation and whether it is in line with other information presented by the organization. Art. 22, item IV, point "b" of the New Market Regulation

 MEETING HELD ON AUGUST 10TH OF 2021:	
AGENDA	RELATED COMPETENCE
Independent Audit Work Plan	To monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work. Item 24, of Annex 29-A of CVM IN No. 480.
Internal Controls Report	Monitor quality control of financial statements, internal controls, and risk management and compliance. Item 22, of Annex 29-A of CVM IN No. 480.

Quarterly Information Analysis – 2 nd Quarter 2021	To assess whether the Quarterly Information has been correctly prepared, whether it adequately reflects the Company's situation and whether it is in line with other information presented by the organization. Art. 22, item IV, point "b" of the Novo Mercado Regulations.
--	--

MEETING HELD ON NOVEMBER 9 TH OF 2021	
AGENDA	RELATED COMPETENCE
Quarterly Information Analysis – 3 RD Quarter 2021	To assess whether the Quarterly Information has been correctly prepared, whether it adequately reflects the Company's situation and whether it is in line with other information presented by the organization. Art. 22, item IV, point "b" of the Novo Mercado Regulations.
Follow-up - Privacy, Compliance, Risks and Internal Audit	To monitor the activities of the internal audit and internal controls area of the Company, including the quality of its work, existing structure, work plan and results of the work carried out. Recommendation of the IBGC Corporate Governance Best Practices Manual

MEETING HELD ON JANUARY 28 TH OF 2022:	
AGENDA	RELATED COMPETENCE
Change of the Company's independent audit	To issue an opinion on the hiring and removal of independent audit services. Art. 22, item IV, point "a" of the Novo Mercado Regulation

MEETING HELD ON MARCH 14 TH OF 2022	
AGENDA	RELATED COMPETENCE
Approval of the Committee's Annual Report	Release, annually, summary report of the Audit Committee including the meetings held and the main topics discussed, highlighting the recommendations made by the Committee to the Company's Board of Directors. Art. 22, §2 of the Novo Mercado Regulation
Approval of the meetings annual calendar for the 2022 fiscal year	To have an annual meeting calendar, established at the first annual meeting of the Committee. Item 5.1.do Rules of Procedure of the Committee
Start of the evaluation process of the Committee regarding work made in the 2021 fiscal year	Structure and release a committee evaluation process. Art. 18 of the New Market Regulation

Independent Auditor's Report on the Financial Statements for the year 2021	To monitor the quality control of financial statements, internal controls, and risk management and compliance. Item 22, of Annex 29-A of CVM IN No. 480
Ratification of the Independent Audit	To monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work. Item 24, of Annex 29-A of CVM IN No. 480
Follow-up - Independent Audit	

It should be noted that in order to comply with the proper management of the Company's financial information and internal controls, the Controllershship area attended in all meetings held.

Regarding the monitoring and analysis of the Company's risk management process, the Internal Audit department and Independent Audit attended in the meetings held on March 2nd, 2021, April 9th, 2021, August 10th, 2021 and November 9th, 2021.

In accordance with Article 32 of the Company's Bylaws, the members of the Committee interact and cooperate with the members of the Fiscal Council whenever necessary, receiving and analyzing relevant information to the joint actions of the boards. The Fiscal Council and the Committee met together in 5 (five) meetings in the last fiscal year.

All meetings were recorded in minutes and signed by its members, being duly archived at the Company's headquarters.

Risk Assessment and Exposure Monitoring:

The Company's Internal Audit department presented to the Committee the Work Plan for the fiscal year 2021 at the meeting held on April 9th, 2021, in which it was approved. The report was made at the meeting of the Committee held on November 9th, 2021.

In relation to the Independent Audit, it presented to the Committee its Work Plan for the fiscal year 2021 at the meeting held on March 2nd, 2021 in which it was approved. The report was made at a meeting of the Committee held March 14th, 2022.

Policies created/improved:

In compliance with the provision of Article 22, item IV, item "e" of the Novo Mercado Regulation, the Committee evaluated and recommended to the Management the creation/improvement of the following internal policies of the Company:

Relevant Information Disclosure Policy;
Securities Trading Policy;
Management Compensation Policy; and

Results Allocation Policy.

Report to the Board of Directors:

The Committee reports itself to the Board of Directors and acts with operational autonomy and with its own budget in the performance of its competence, acting as an auxiliary, consultative and advisory body for the Company's Board of Directors regarding the control over the quality of financial statements and internal controls, aiming at the reliability and integrity of the information. The function of its members is nondelegable and must be exercised exclusively by the elected members.

The Committee reported to the Board of Directors on the activities carried out in the exercise, including the work performed and the discussions held in the meetings held on May 6th, 2021, and December 17th, 2021.

Committee Evaluation Process:

The Audit Committee Regulation, in its article 8.1 and the Novo Mercado Regulations, in Article 18 and paragraphs, require the Company to structure and disclose an Evaluation Process of the Committee and its members, to be carried out at least once during the term of its term of office. This evaluation is a fundamental step to ensure the autonomy and effectiveness of the Committee, allowing its strengthening and improvement of the Company's corporate governance.

The Evaluation Process of the Committee, concerning the work developed in 2020, started at the meeting held on March 3rd, 2021, and its results were analyzed and discussed on April 9th, 2021.

Regarding the year 2021, the Evaluation Process started at a meeting held on March 14th, 2022, in which was established that the research will be fulfilled and signed by the members, with subsequent submission to the Company for the compilation of the data. The results obtained will be analyzed at the next opportunity and will be duly reported to the Board of Directors.

Planning for the 2022 Fiscal Year:

According to the Work Plan analyzed and approved by the Committee, the Committee will have 7 (seven) Ordinary Meetings in the 2022 fiscal year, which will have as agenda the legal and regimental competencies listed in this Report in the item "Attributions and Responsibilities", without prejudice to any extraordinary meetings in which it is necessary the Committee act.

Conclusion and recommendations

The members of the Company's Committee, in the exercise of their competences and legal responsibilities, analyzed the Financial Statements, accompanied by the opinion of the Independent Audit, regarding the fiscal year ended December 31st, 2021 ("2021 Annual Financial Statements"), *ad referendum* to the Company's Board of Directors.

Considering the information provided by the Company's Management and the Independent Audit, the Committee concluded that the information and documents submitted regarding the Financial Statements, including the proposal for the allocation of Net Income, the Capital Budget, as well as the Annual Management Report for the fiscal year ended December 31st, 2021, adequately reflect, in all relevant aspects, the Company's financial and equity positions, unanimously recommending the Company's Board of Directors' statement in favor of the mentioned documents.

Belo Horizonte/MG, March 15th, 2022.

Antonio Kandir

Committee Member and Coordinator

Leonardo Guimarães Corrêa

Committee Member and Secretary

Pierre Carvalho Magalhães

Committee Member