



# **ANNUAL REPORT OF THE STATUTORY AUDIT COMMITTEE**

MRV ENGENHARIA E PARTICIPAÇÃO S.A

**FISCAL YEAR 2023**

## About the Statutory Audit Committee:

The Statutory Audit Committee ("Committee") of MRV Engenharia e Participações S.A. ("Company") is a statutory body that operates permanently and provides advice to 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 Regulamento do Novo Mercado da B3 – Brasil, Bolsa, Balcão ("Regulamento do Novo Mercado"), the Committee had its installation and its Internal Regulation ("Regulation") approved by the Company's Board of Directors at a meeting held on April 14, 2020. The Committee's Regulation is available on the Company's IR page.

## Composition:

In accordance with Article 31 of the Company's Bylaws, and item 4. of the Regulation, the Company's Committee shall be composed from 3 (three) to 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 by 3 (three) members, who were elected at the Board of Directors meeting held on April 14, 2020, and re-elected on January 13, 2022, 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. 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 Resolution No. 80, in the Novo Mercado Regulation, in the recommendations of the "Manual de Melhores Práticas de Governança Corporativa do Instituto Brasileiro de Governança Corporativa" ("Manual de Melhores Práticas de Governança Corporativa do IBGC"), in the Company's Bylaws, which is:

- ✦ Monitor the quality control of financial statements, internal controls, and risk management and compliance - Item 22, of Annex D of CVM Resolution 80;
- ✦ 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 D of CVM Resolution 80.
- ✦ 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 de Melhores Práticas de Governança Corporativa do IBGC".

### Meetings held and main topics discussed in 2022:

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

The Committee met 11 (eleven) times in the 2023 fiscal year and 01 (one) time in 2024 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) Legal; (iii) Internal Audit; (iv) Governance, Risks, Compliance and Privacy; (v) Quality and Post Delivery; (vi) Billing and Renegotiation; (vii) Shared Service Center; (viii) "Banco MRV"; (viii) Real Estate Development; (ix) Back Office Real Estate Development; and (x) RESIA.

Among the topics discussed we can highlight the following:

MEETING HELD ON MARCH 6, 2023	
ORDEM DO DIA	FUNÇÃO RELACIONADA
Independent Auditor's Report regarding the Financial Statements for the 2022 fiscal year	To monitor the quality control of financial statements, internal controls, and risk management and compliance. <b>Item 22, of Annex D of CVM Resolution No. 80</b>
Report of work activities carried out in 2022 by the Independent Auditor	Monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the progress of the work. <b>Item 24 of Annex D of CVM Resolution No. 80</b>
Independence of the Independent Auditor	
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. <b>Art. 22, §1 of the Regulamento do Novo Mercado</b>
Approval of the meetings annual calendar for the 2023 fiscal year	To have an annual meeting calendar, established at the first annual meeting of the Committee. <b>Item 5.1.do Rules of Procedure of the Committee</b>
Start of the evaluation process of the Committee regarding work made in the 2022 fiscal year	Structure and release a committee evaluation process. <b>Art. 18 of the Regulamento do Novo Mercado</b>
Evaluation of the Work Plan to be developed by the Internal Audit, Risks, Compliance and Privacy areas for the 2023 fiscal year	Monitor the activities of the Company's internal audit and internal controls area, including the quality of its work, existing structure, work plan and results of the work carried out. <b>Recommendation from the IBGC Corporate Governance Best Practices Manual</b> Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - <b>Art. 22, item IV, item "d" of the Novo Mercado Regulation.</b>
Report of activities carried out by the areas of Privacy; Risks and Internal Audit; and Compliance	

MEETING HELD ON MAY 10, 2023	
AGENDA	RELATED COMPETENCE

Quarterly Information Analysis (ITR) of the first quarter of 2023 for disclosure on May 11 <sup>th</sup> , 2023	Evaluate 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. <b>Art. 22, item IV, point "b" of the Regulamento do Novo Mercado</b>
Conclusion of the Committee's evaluation process regarding the work carried out in the 2022 fiscal year	Structure and release a committee evaluation process. <b>Art. 18 of the Novo Mercado Regulation</b>

MEETING HELD ON JUNE 07, 2023	
AGENDA	RELATED COMPETENCE
Extra Audit Service - EY	Hiring Independent External Audit and Extra Audit Services. <b>Art. 22, item IV, paragraph "a" of the Novo Mercado Regulation</b>


MEETING HELD ON JUNE 23, 2023	
AGENDA	RELATED COMPETENCE
Quarterly report on activities carried out by the Governance, Risks, Compliance and Privacy sector	Monitor the activities of the Company's internal audit and internal controls area, including the quality of its work, existing structure, work plan and results of the work carried out. <b>Recommendation from the IBGC Corporate Governance Best Practices Manual</b> Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - <b>Art. 22, item IV, item "d" of the Novo Mercado Regulation.</b>


MEETING HELD ON JUNE 27, 2023	
AGENDA	RELATED COMPETENCE
Extra Audit Service - EY	Hiring Independent External Audit and Extra Audit Services. <b>Art. 22, item IV, paragraph "a" of the Novo Mercado Regulation</b>


MEETING HELD ON JULY 05, 2023	
AGENDA	RELATED COMPETENCE
Presentation of Financial Statements	Evaluate the Company's Financial Statements. <b>Art. 22, item IV, paragraph "b" of the Novo Mercado Regulation</b>

MEETING HELD ON JULY 21, 2023	
AGENDA	RELATED COMPETENCE
Pro Soluta and Default Monitoring	Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, accompanying and supervising the risk management process. <b>Art. 22, item IV, point "d" of the Regulamento do Novo Mercado</b>

Independent Auditor's Report on internal controls	Monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work. <b>Item 24, of Annex D of CVM Resolution No. 80</b>
Report of activities carried out by the areas of Privacy; Risks and Internal Audit; and Compliance	Monitor the activities of the Company's internal audit and internal controls area, including the quality of its work, existing structure, work plan and results of the work carried out. <b>Recommendation from the IBGC Corporate Governance Best Practices Manual</b> Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - <b>Art. 22, item IV, item "d" of the Novo Mercado Regulation</b>

 <b>MEETING HELD ON AUGUST 08, 2023</b>	
<b>AGENDA</b>	<b>RELATED COMPETENCE</b>
Quarterly Information Analysis (ITR) of the first quarter of 2023 for disclosure on August, 09 <sup>th</sup> , 2023	Evaluate 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. <b>Art. 22, item IV, point "b" of the Regulamento do Novo Mercado</b>
Stock and provisions for contingencies	Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - <b>Art. 22, item IV, item "d" of the Novo Mercado Regulation</b>

 <b>MEETING HELD ON SEPTEMBER 13, 2023</b>	
<b>AGENDA</b>	<b>RELATED COMPETENCE</b>
Presentation of Real Estate Development.	Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - <b>Art. 22, item IV, item "d" of the Novo Mercado Regulation</b>
Independent Audit Work Plan	Monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work. <b>Item 24, of Annex D of CVM Resolution No. 80</b>

 <b>MEETING HELD ON NOVEMBER 07, 2023</b>	
<b>AGENDA</b>	<b>RELATED COMPETENCE</b>
Quarterly Information Analysis (ITR) of the third quarter of 2023 for disclosure on November 11 <sup>th</sup> , 2023	Evaluate 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. <b>Art. 22, item IV, point "b" of the Regulamento do Novo Mercado</b>
RESIA Presentation	Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - <b>Art. 22, item IV, item "d" of the Novo Mercado Regulation</b>

Approval of the annual meeting calendar for the 2024 fiscal year	Have an annual calendar of meetings, established at the first annual meeting of the Committee. <b>Item 5.1. of the Committee's Internal Regulations</b>
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MEETING HELD ON DECEMBER 07, 2023	
AGENDA	RELATED COMPETENCE
Presentation - Provisions for guarantees	Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - <b>Art. 22, item IV, item "d" of the Novo Mercado Regulation</b>
Presentation - SPEs with losses	
Report of activities carried out by the areas of Privacy; Risks and Internal Audit; and Compliance	Monitor the activities of the Company's internal audit and internal controls area, including the quality of its work, existing structure, work plan and results of the work carried out. <b>Recommendation from the IBGC Corporate Governance Best Practices Manual</b> Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - <b>Art. 22, item IV, item "d" of the Novo Mercado Regulation</b>
Approval of the Work Plan, developed in 2023 and planned for 2024, of the Governance, Risks, Compliance and Privacy sector	Monitor the activities of the Company's internal audit and internal controls area, including the quality of its work, existing structure, work plan and results of the work carried out. <b>Recommendation from the IBGC Corporate Governance Best Practices Manual</b> Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - <b>Art. 22, item IV, item "d" of the Novo Mercado Regulation.</b>

MEETING HELD ON JANUARY 28, 2024	
ORDEM DO DIA	FUNÇÃO RELACIONADA
Independent Auditor's Report regarding the Financial Statements for the 2023 fiscal year	To monitor the quality control of financial statements, internal controls, and risk management and compliance. <b>Item 22, of Annex D of CVM Resolution No. 80</b>
Independence of the Independent Auditor	Monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the progress of the work. <b>Item 24 of Annex D of CVM Resolution No. 80</b>
Approval of the Annual Report of the Statutory Audit Committee	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. <b>Art. 22, §1 of the Regulamento do Novo Mercado</b>
Conclusion of the Committee's evaluation process regarding the work carried out in the 2023 fiscal year	Structure and release a committee evaluation process. <b>Art. 18 of the Regulamento do Novo Mercado</b>

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

Regarding the monitoring and analysis of the Company's risk management process, the Internal Audit department attended in the meetings held on March 06, 2023, June 23, 2023 and December 07, 2023 and the Independent Audit attended in

the meetings held on March 06, 2023, May 10, 2023, July 21, 2023, August 08, 2023, September 13, 2023 and November 07, 2023.

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 of the bodies.

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, in a meeting held on March 6, 2023, presented to the Committee its Work Plan for the fiscal year 2023, and the presented plan was approved by the Committee. In addition to the periodic interaction carried out between the Internal Audit area and the Committee, the reporting of the activities carried out by the referred department was formally carried out at the Committee meetings held on June 23, 2023, July 21, 2023 and December 7, 2023.

In relation to the Independent Audit, it presented to the Committee its Work Plan for the fiscal year 2023 at the meeting held on September 13, 2023, and the presented plan was approved by the Committee.

### **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, in the meeting held on December 22, 2023, on the activities carried out in the exercise, including the work performed and the discussions.

### **Committee Evaluation Process:**

The Audit Committee Regulation, in its article 8.1 and the Regulamento Novo Mercado, 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 carried out in the fiscal year 2022, started at a meeting held on March 6, 2023 discussed at a meeting held on May 10, 2023.



Regarding the fiscal year 2023, the Evaluation Process started on January 15, 2024, with its results analyzed and discussed in a meeting held on the current date (February 28, 2024). Furthermore, it was stated that the result of the Evaluation Process will be duly reported to the Board of the Directors.

### **Planning for the 2024 Fiscal Year:**

According to the Work Plan analyzed and approved by the Committee at the meeting held on November 7, 2023, the Committee will hold 10 (ten) ordinary meetings in the fiscal year 2024, which will have as their agenda the legal and regulatory duties listed in this Annual Report in item "Duties and Responsibilities", without prejudice to any extraordinary meetings in which the Committee's action is necessary.

### **Conclusion and recommendations**

The members of the Company's Committee, in the exercise of their legal duties and responsibilities, analyzed the Financial Statements, including the Independent Audit's opinion and the Annual Management Report, regarding to the fiscal year ended on December 31, 2023, with absorption of the loss by the profit retention reserve, ad referendum to the Company's Board of Directors.

Considering the information provided by the Company's Management and by the Independent Audit, the Committee concluded that the information and documents submitted regarding the Financial Statements for the fiscal year ended on December 31, 2023, including Independent Audit's opinion and the Annual Management Report, 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, February 28, 2024.

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**Antonio Kandir**  
Committee Member and Coordinator

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**Leonardo Guimarães Corrêa**  
Committee Member and Secretary

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**Pierre Carvalho Magalhães**  
Committee Member